



REQUEST FOR QUALIFICATIONS FOR SELECTION OF A MASTER DEVELOPER PARTNER FOR CERTAIN UNION SQUARE DISPOSITION PARCELS

SOMERVILLE
REDEVELOPMENT
AUTHORITY

DECEMBER 5, 2013

RFQ #14-49SRA





Artist conception of possible design Block D-1





Artist conception of possible design Blocks D-2 & D-6

SOMERVILLE REDEVELOPMENT AUTHORITY

Request for Qualifications for Selection of a Master Developer Partner for Certain Union Square Disposition Parcels

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Historic view of Union Square



Historic view of Union Square



Historic view of Union Square

1 INTRODUCTION

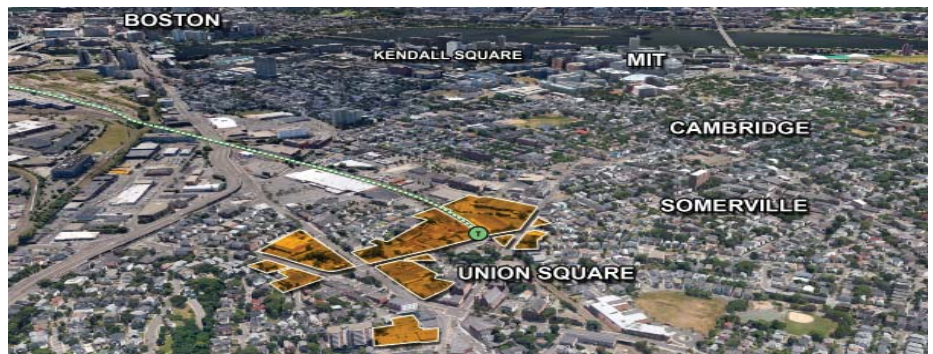
The Somerville Redevelopment Authority ("the SRA") is issuing this Request for Qualifications ("the RFQ") to select a Master Development Partner ("the Master Developer") for a mixed-use project in Union Square. Through this RFQ, the SRA offers the opportunity for the Master Developer to build approximately 2.3 million square feet of new development. As envisioned in the Union Square Revitalization Plan ("the Plan"), this new construction is viewed as a series of mixed use projects, encompassing new commercial, residential and retail spaces. Utilizing the practice of Transit Oriented Development, these new opportunities arise as a direct result of the Massachusetts Bay Transportation Authority's ("MBTA") Green Line Extension ("GLX") project and the City of Somerville's long range planning document for the future known as "SomerVision".

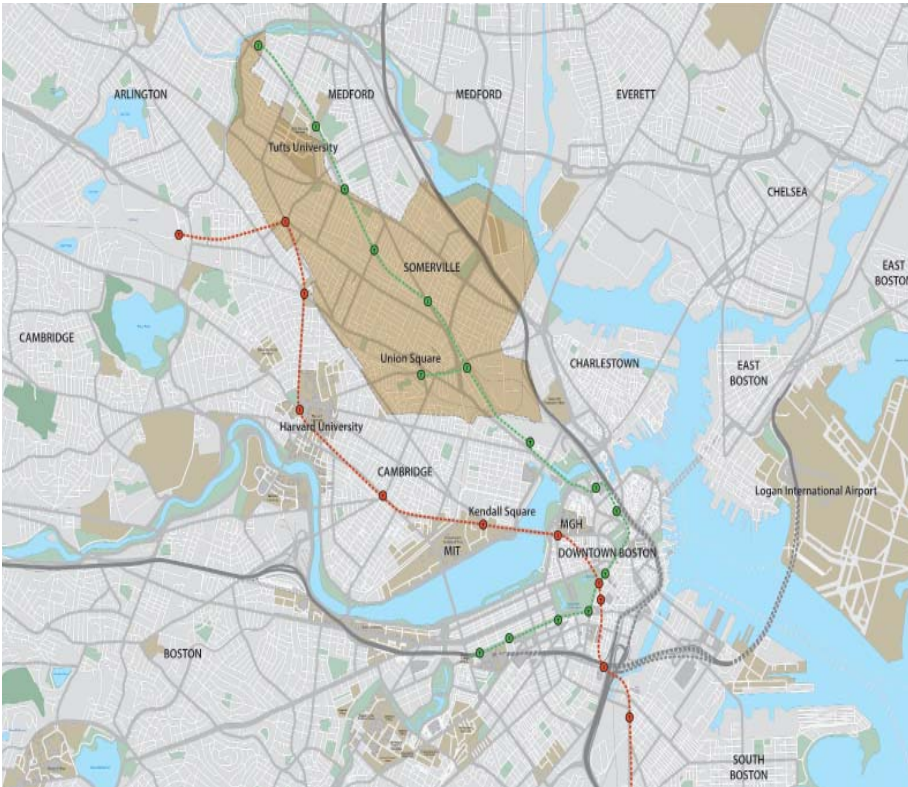
Through this RFQ, the SRA expects to select a well experienced and well qualified firm that shares in the vision and goals articulated in the Plan as a public-private partnership that works in true cooperation. The Master Developer will work with the SRA, the City of Somerville and the MBTA to realize economic growth, foster new employment opportunities, create open space and new housing, add to the existing vitality of Union Square and help to address infrastructure needs in a way that encourages pedestrians, cyclists and users of public transit alike in one of the nation's most vibrant and exciting mid-sized cities.

Just as importantly, this RFQ seeks to provide an opportunity for the SRA and the Master Developer to demonstrate a sense of community and place, embracing and enhancing the existing eclectic elements that help to define Union Square in its past, in the present and for the future while also creating new economic opportunities for the residents of our City.

1.1 SOMERVILLE: "The Innovation City"

In the past ten years, Somerville has increasingly played an important role in the economic strength of the Boston Metropolitan Area. The City shares its southern border with Cambridge, and the MBTA Red Line connects Davis Square to Harvard, Central, and Kendall Squares - three Cambridge locations that are major economic drivers in the region - along with Boston's Financial District, Seaport District, Back Bay/South End, and Longwood Medical Area.





Somerville is an attractive residential community with a dense and diverse housing stock. The City is home to many students who appreciate Somerville’s convenient location near numerous educational institutions, including three of the nation’s leading institutions of higher learning: Harvard, Tufts, and MIT. The City has a well educated workforce and the unemployment rate within Somerville falls well below regional and national levels. More than fifty percent of Somerville’s population holds at least a bachelor’s degree or higher. Somerville also has a large foreign-born population and this important and entrepreneurial population base adds to the eclectic and diverse nature of the City. According to the 2010 federal census, Somerville has the second highest proportion of residents between the ages of 25 and 34 in the United States.

In the past few years, incubator spaces for small businesses engaged in the creative economy have opened, including Greentown Labs, the Design Annex, Fringe Union, Form Labs, the Grommet and the nearby Artisan’s Asylum. The new Brooklyn Boulders rock climbing and fitness facility near Union Square has quickly become a gathering space for Somerville’s creative community through art, culture, music and entrepreneurship.

A lively local arts, food and nightlife cluster exists in Union Square, which is actively nurtured by the organizations such as the Somerville Arts Council and Union Square Main Streets. The busy Union Square restaurant scene ranges from critically acclaimed fine dining at the likes of Journeyman, Casa B, and Bronwyn, which was named a Best New Restaurant of 2013 by Esquire magazine, to fun, urban oases such as A4 Pizza or Bloc 11 Café, well-loved restaurant pubs such as The Precinct and The Independent, and popular ethnic eateries



Somerville Avenue residential building



The Independent, a Union Square mainstay



Union Square Farmer's Market



Fluff Festival

serving Peruvian, Mexican, Indian, Brazilian, Thai and Japanese cuisines and more.

On weekends, Union Square is a crowded and active spot, with special events and civic gatherings. During the warm weather months, the Union Square Farmers Market brings people to Union Square by offering fresh, locally grown produce and locally produced products. Union Square is frequently the site of quirky events and arts happenings unique to Somerville. For example, more than 11,000 people flocked to the 8th Annual "What the Fluff Festival: A Tribute to Union Square Invention" in September of this year, roughly 8,000 attend the annual SomerStreets Halloween and Oktoberfest street festival, and many additional annual and one-time events year-round such as the Rock n' Roll Yard Sale, the Annual Beard Festival, the Mini Maker's Faire, the Hungry Tiger food festival, and the Circus Sock Hop draw visitors from across the region.

In recent years, Somerville has also received national recognition as a model of innovation and efficiency. With the City's aggressive implementation of new data-driven management procedures, Somerville has been recognized by the Boston Globe as "the best run city in the Commonwealth," and in 2009 was again named an "All America City" by the National Civic League. As a measure of Somerville's effectiveness in managing growth and expenditures, the commercial property tax rate will decrease by 3.9% in fiscal year 2014. Moreover, the City of Somerville has seen first hand the connection between economic growth and the availability of high speed public transportation. The Davis Square MBTA Red Line Station helped transform that neighborhood into one of Somerville's most vibrant economic and cultural engines with restaurants, cafes and entertainment venues, as well as home for more than two hundred businesses. An agreement with the MBTA to construct a new Orange Line Station at Assembly Square paved the way for Federal Realty Investment Trust to begin construction of its "Assembly Row" mixed use project. Four buildings are now under construction with the initial occupancy for office, residential, retail and entertainment uses expected in 2014. When complete, Assembly Row is expected to host approximately 1.75 million square feet of commercial/office/lab space, 500,000 square feet of retail space, a 200 room hotel and 2,100 residential units. To date, major tenants include a 12 screen AMC theatre, a LegoLand Discovery Center, Brooks Brothers, Saks Off Fifth, Legal Sea Foods and Nike.

The City of Somerville has similar expectations that MBTA Green Line Service to Union Square will be an important element in enhancing the area and in realizing the goals set by the Union Square Revitalization Plan and the SomerVision process.



View of proposed MBTA Union Square station



View of proposed MBTA Union Square station



View of proposed MBTA Union Square station

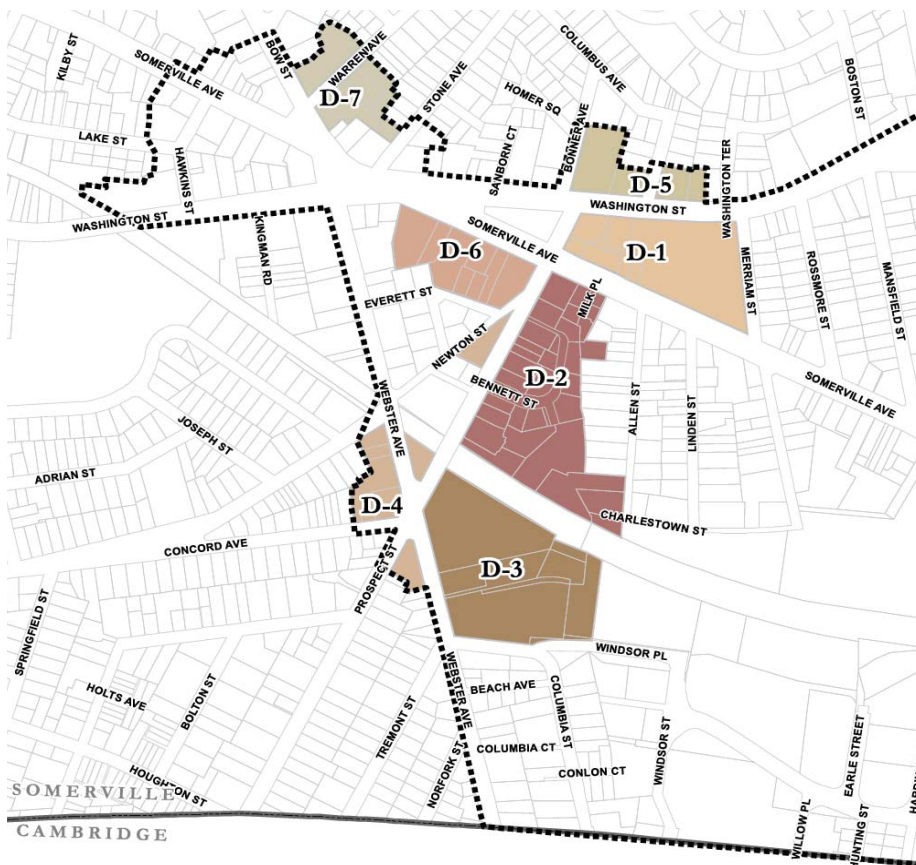


Aerial indicating the Disposition Blocks

1.2 THE DISPOSITION BLOCKS

The Disposition Blocks identified by the Plan represent a conscious effort to maximize the development potential of the properties, both individually and in the aggregate. Although suggested uses for each of the Disposition Blocks were included as part of the Plan, the SRA recognizes the need for flexibility in the development and component uses of each of the Blocks. The goals for the revitalization of Union Square include bringing in light rail transit in order to generate at least 600,000 square feet of new commercial space, 1,800 new jobs and 350 new housing units for Somerville residents of all socio-economic levels as part of the first phases of the Plan. The SRA and the Master Developer will work together toward the practical and expeditious realization of those goals.

The following parcels are included as the initial phase of this offering by the SRA:



UNION SQUARE REVITALIZATION PLAN Disposition Block D-3 South Prospect Block

	proposed project area		D-1 civic center block		D-5 washington street north
	property lines		D-2 north prospect block		D-6 somerville avenue south
	planned MBTA Green Line		D-3 south prospect block		D-7 warren block
			D-4 prospect west		

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Green Line light rail

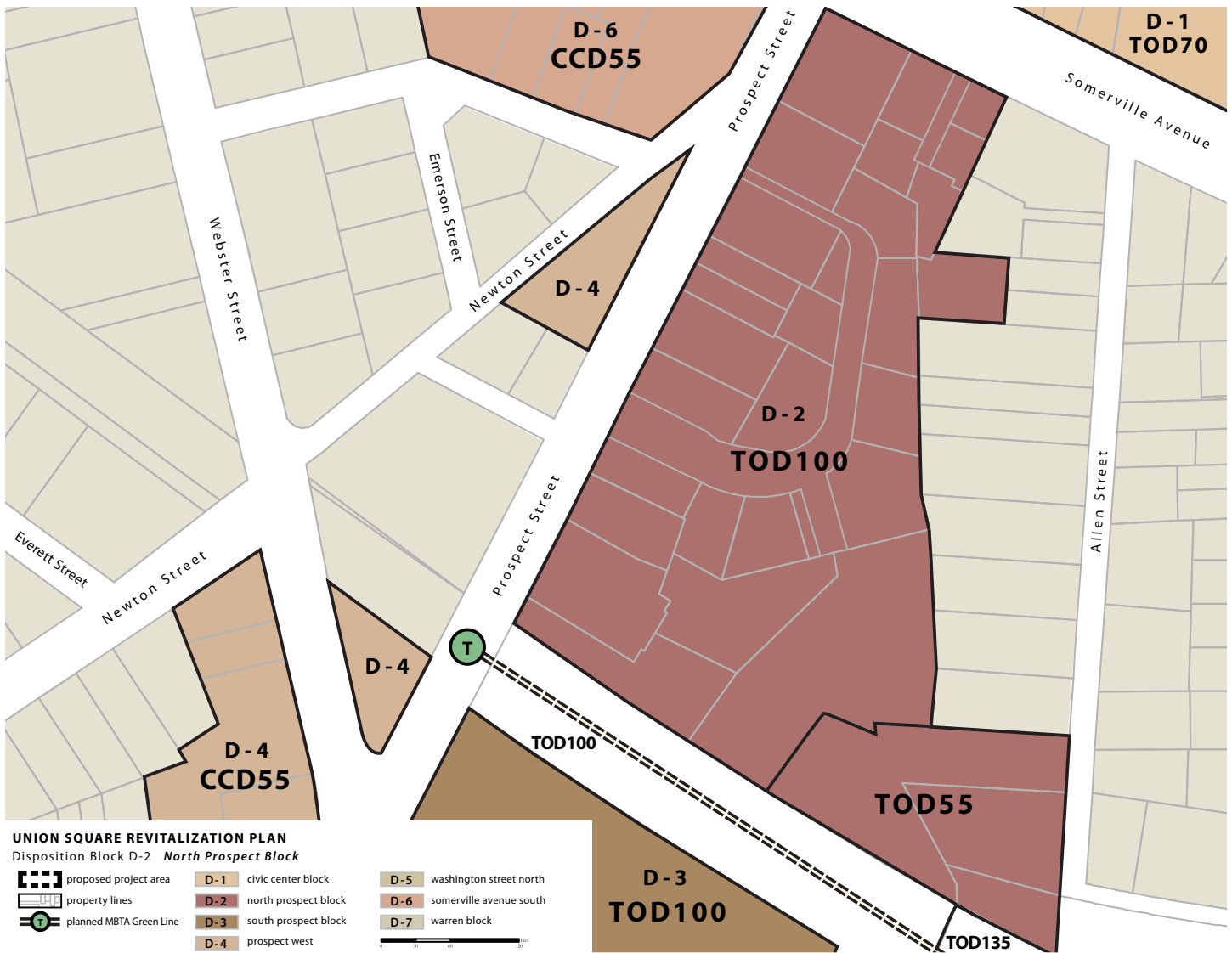
1.3 NORTH PROSPECT BLOCK (D-2)

The Plan identifies the D-2 Block by stating, “The North Prospect Block ...includes the existing properties on the east side of Prospect Street between the Union Square Station and Somerville Avenue, including Bennett Street, but not including the residential properties on Allen Street or the multi-family residential property at the corner of Allen Street and Somerville Avenue. The southern portion of this block will be the site of the new Union Square Green Line Station, to be built on permanent and temporary easements granted by the SRA to the MBTA. The SRA will retain air rights to build over the MBTA’s drop-off/pickup area and station building and will seek a private developer to redevelop the entire North Prospect Block including the air rights area into a mixed-use project including first-floor retail, restaurant, and service establishments, with upper story commercial office, R&D and residential use. A series of structures, or a single structure articulated as though it were a series of structures, is anticipated for the North Prospect Block, with the maximum height and bulk as allowed under the new TOD-100 zoning.”

The SRA has completed the site assembly process through its powers under Massachusetts General Laws Chapter 121B. The total land area of the D-2 Block is calculated at +/- 169,427 square feet or 3.89 acres. Most of the D-2 Block is located in a Transit Oriented Development subdistrict, identified as TOD-100, providing a maximum height of one hundred feet (100') and a Floor Area Ratio (“FAR”) of 4.0. A small portion of the D-2 Block directly abuts residential uses and that section is classified as a TOD-55 subdistrict, with a maximum height of fifty-five feet (55') and an FAR of 3.0. From those standards, the expectation is that a maximum build out of approximately 645,000 square feet could result.



View of D-2 parcels looking down Prospect Street



Artist depiction of possible massing of Block D-2



Bow Street building

1.4 CIVIC CENTER BLOCK (D-1)

The Plan identifies the D-1 Block by stating, “the Civic Center Block includes the existing Public Safety Building as well as properties east of Prospect Street between Washington Street and Somerville Avenue. This is anticipated to be an area in which a public/private partnership allows for the development of a new civic node in the historic core of the Square. A new central library is anticipated in this area. The preliminary plans for the library facility filed with the Massachusetts Board of Library Commissioners show a free-standing library building using a portion of this block at the corner of Prospect Street, Washington Street and Somerville Avenue, with an entrance on Somerville Avenue. The City is also exploring options to consolidate city offices into a new City Hall on this Block, potentially as a part of a mixed-use project that also includes private commercial development. The City anticipates that there will be structured below-ground parking to serve public and private uses on the Civic Center Block and in the adjacent area.”

The City of Somerville has requested from its Board of Aldermen an allocation of \$2,500,000 for the acquisition of the privately owned properties within the adjacent D-1 Block as part of its Fiscal Year 2014 Capital Improvements Plan. When combined with the publicly owned properties, the development block is expected to comprise approximately 110,697 sf or 2.54 acres.

Most of the D-1 Block is located in a Transit Oriented Development subdistrict, identified as TOD-70, providing a maximum height of seventy feet (70') and a Floor Area Ratio (“FAR”) of 3.0. A small portion of the D-1 Block directly abuts residential uses. That section is classified as a CCD-55 subdistrict, with a maximum height of fifty-five feet (55') and an FAR of 3.0. From those standards, the expectation is that a maximum build out of approximately 387,000 square feet could result.



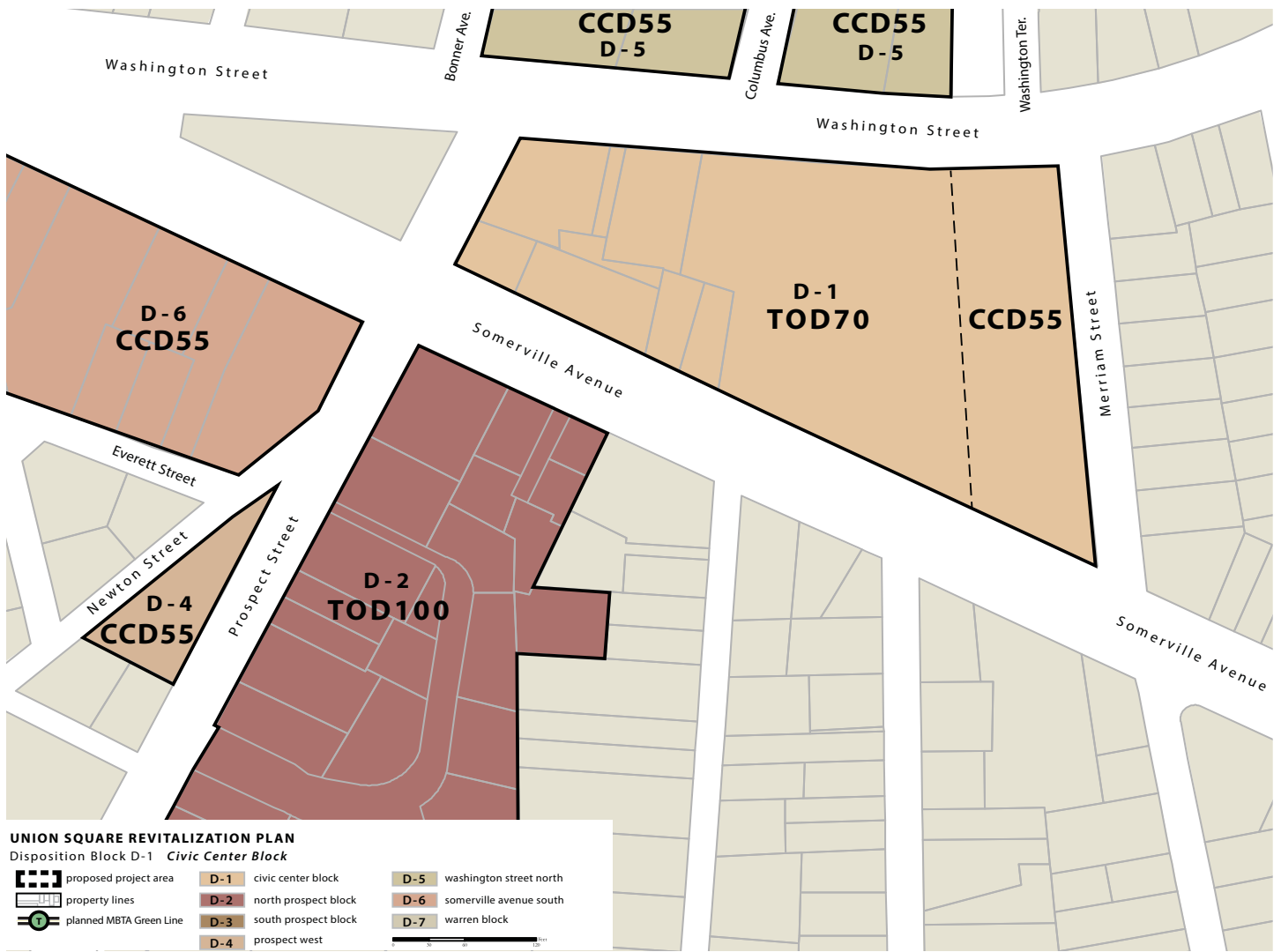
View of D-1 parcels looking down Somerville Avenue toward square



Artist depiction of possible library design



View of D-1 parcels looking down Washington Street toward square



Artist depiction of possible massing of Block D-1



Artist conception of reuse of old Fire Station



Artist conception of Block D-6



SCAT building



View of square across from Block D-6

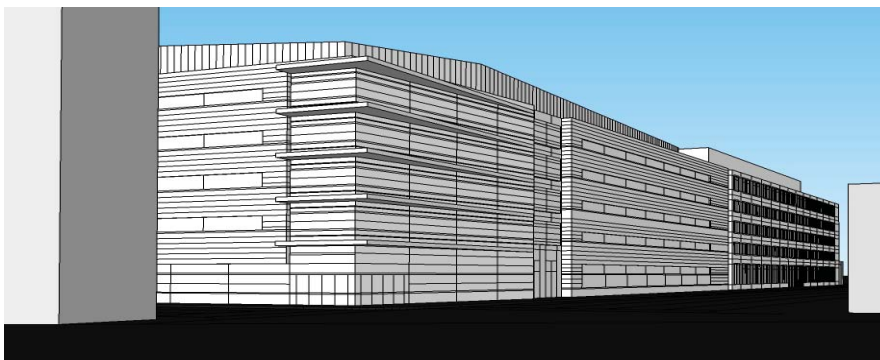
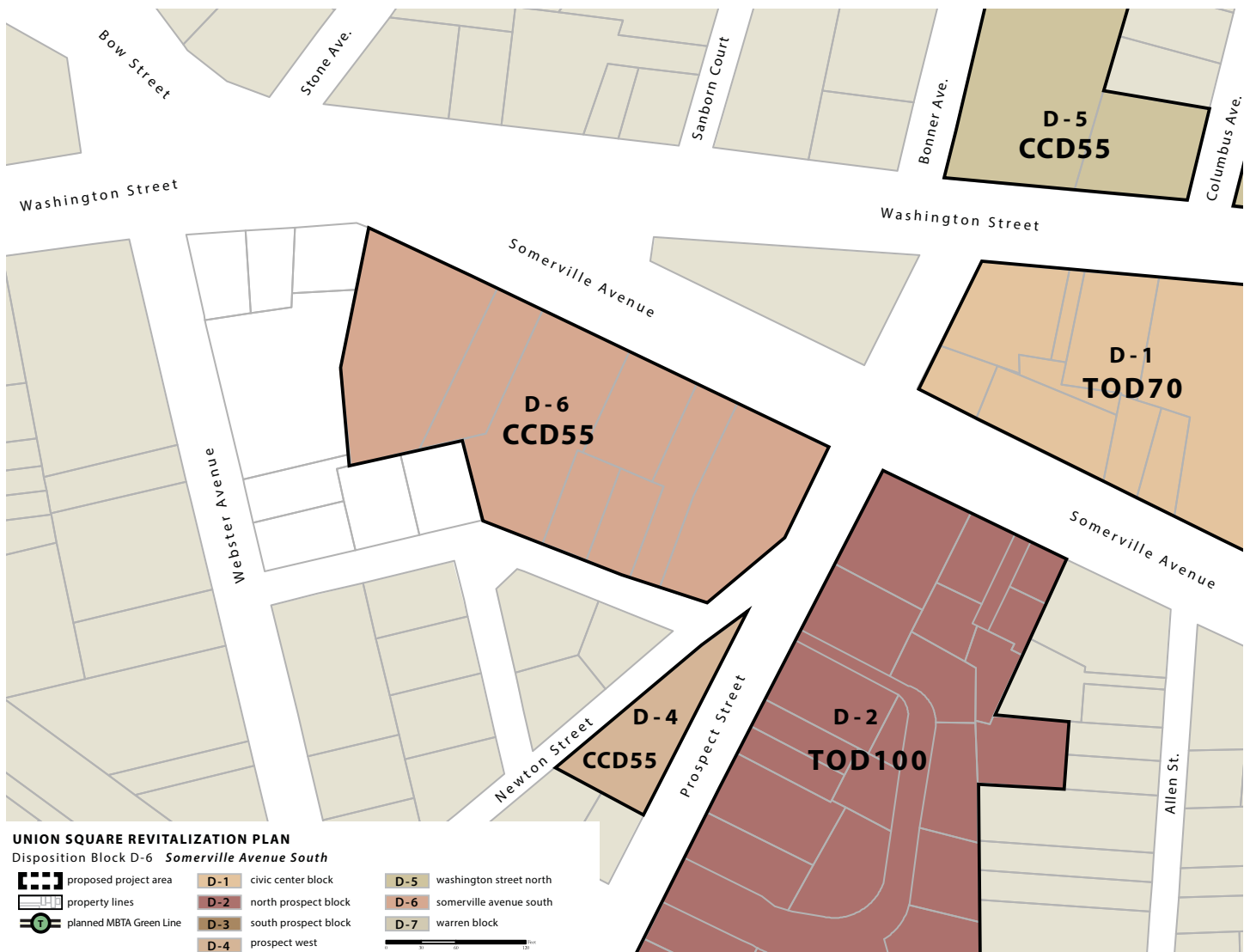
1.5 SOMERVILLE AVENUE SOUTH BLOCK (D-6)

Relative to the D-6 Block, the Plan states, "The Somerville Avenue South Block...is in the heart of Union Square and includes a number of automobile-oriented uses and businesses in structures that are underdeveloped. This Block is anticipated to be redeveloped as mixed-use, including first-floor retail, restaurant, and service establishments, with office, other commercial and/or residential uses above, designed to meet the requirements of the CCD-55 zoning that has been adopted on this Block."

The D-6 Block encompasses approximately 67,921 sf with an allowable height of fifty-five feet (55') and an FAR of 3.0. Under the current zoning, the development envelope for Block D-6 could accommodate a massing of approximately 203, 763 sf.



View of D-6 parcels looking toward Somerville Avenue



Artist depiction of possible massing of Block D-6



Existing Post Office building

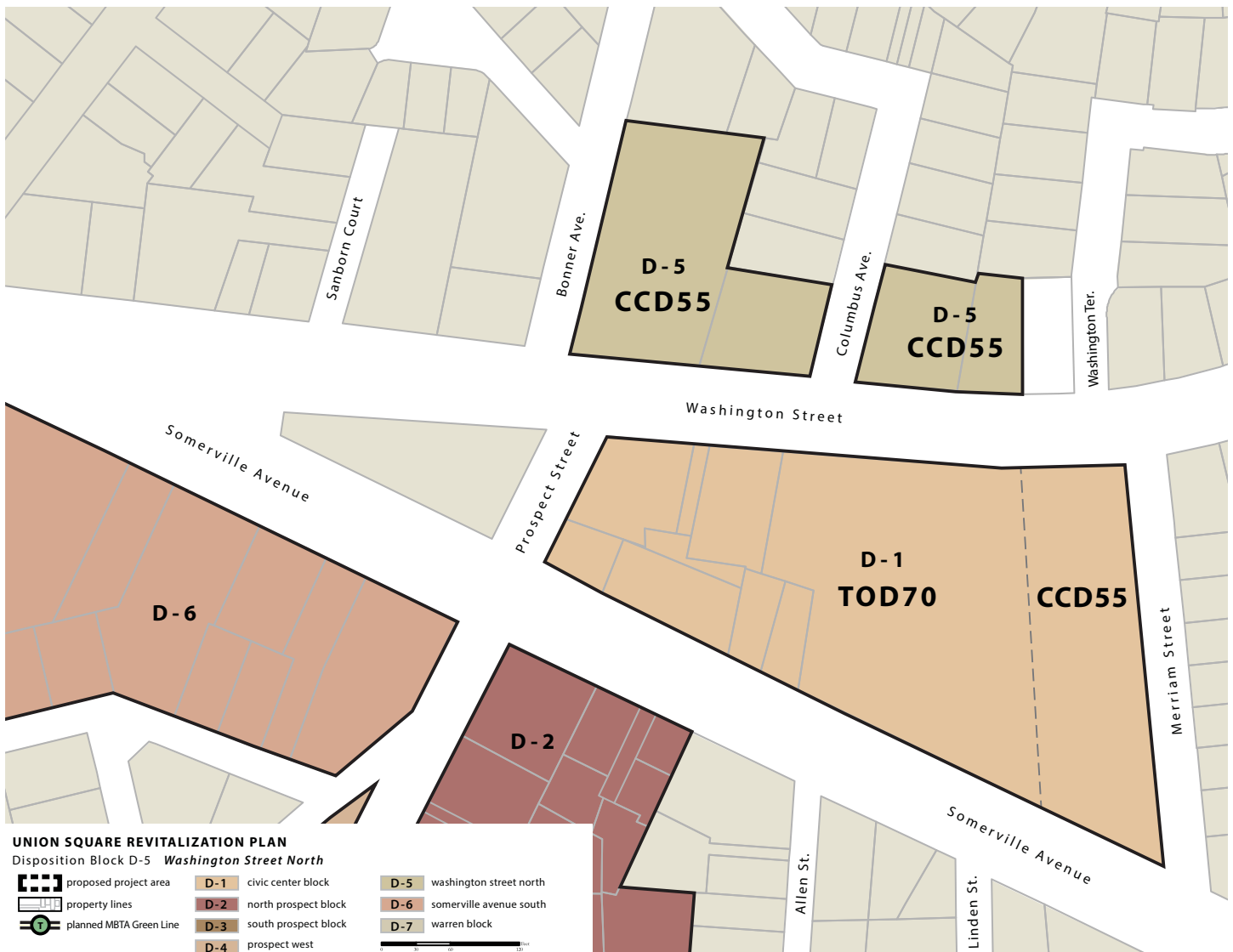
1.6 WASHINGTON STREET NORTH BLOCK (D-5)

According to the Plan, “The Washington Street North Block... includes the current Union Square Post Office and [two] adjacent lots on the north side of Washington Street. The United States Postal Service is attempting to sell the building, which is listed on the National Register of Historic Places. The building includes a lobby mural by Ross Moffett that is part of a New Deal era art collection, and will be protected by an easement held by the Post Office. The City is interested in pursuing opportunities to use the Post Office for arts-related uses including the performing or visual arts. The re-use of the Post Office will benefit from the redevelopment of the adjacent auto-related uses into mixed-use development that can potentially include retail, office, residential and/or commercial with on-site parking. The properties adjacent to the Post Office can be developed according to the CCD-55 zoning district.”

It is reasonable to expect that a portion of the adjacent parcels currently used for automotive-related activities may be used as accessory or support uses for the historic Post Office building. The two parcels not occupied by the Post Office total approximately 45,843 sf. With the Post Office building envelope and features remaining substantially unchanged, the remainder of the Block could be built to a height of fifty five feet (55') and an FAR of 3.0. Under the current zoning, the additional development envelope for Block D-5 could accommodate a massing of approximately 66,093 sf.



View of D-5 parcels looking down Washington Street



Artist depiction of possible massing of Block D-5



Bow Street building

1.7 WARREN BLOCK (D-7)

The Plan describes the Warren Block, identified as D-7, as consisting of "existing underutilized properties and its redevelopment would allow new mixed-use projects with parking that could support existing and new businesses in Union Square. The parcels in the Warren Block are zoned CCD-55".

In total, the Warren Block consists of approximately 51,075sf. Located within the D-7 Block are an existing bank and a large open air parking lot on one side of Warren Avenue. The remainder of the Block is occupied by an automotive related business on the opposite side of Warren Avenue. Under the CCD-55 zoning, allowable heights are fifty five (55') and an FAR of 3.0 which would accommodate a massing of approximately 131,958 sf.



Bow Street building



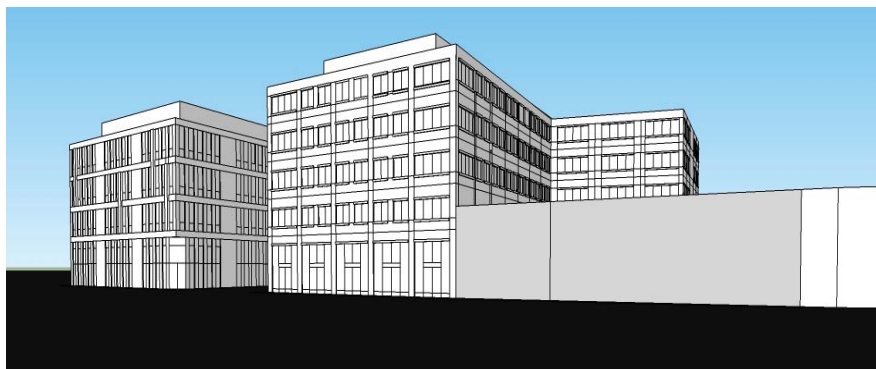
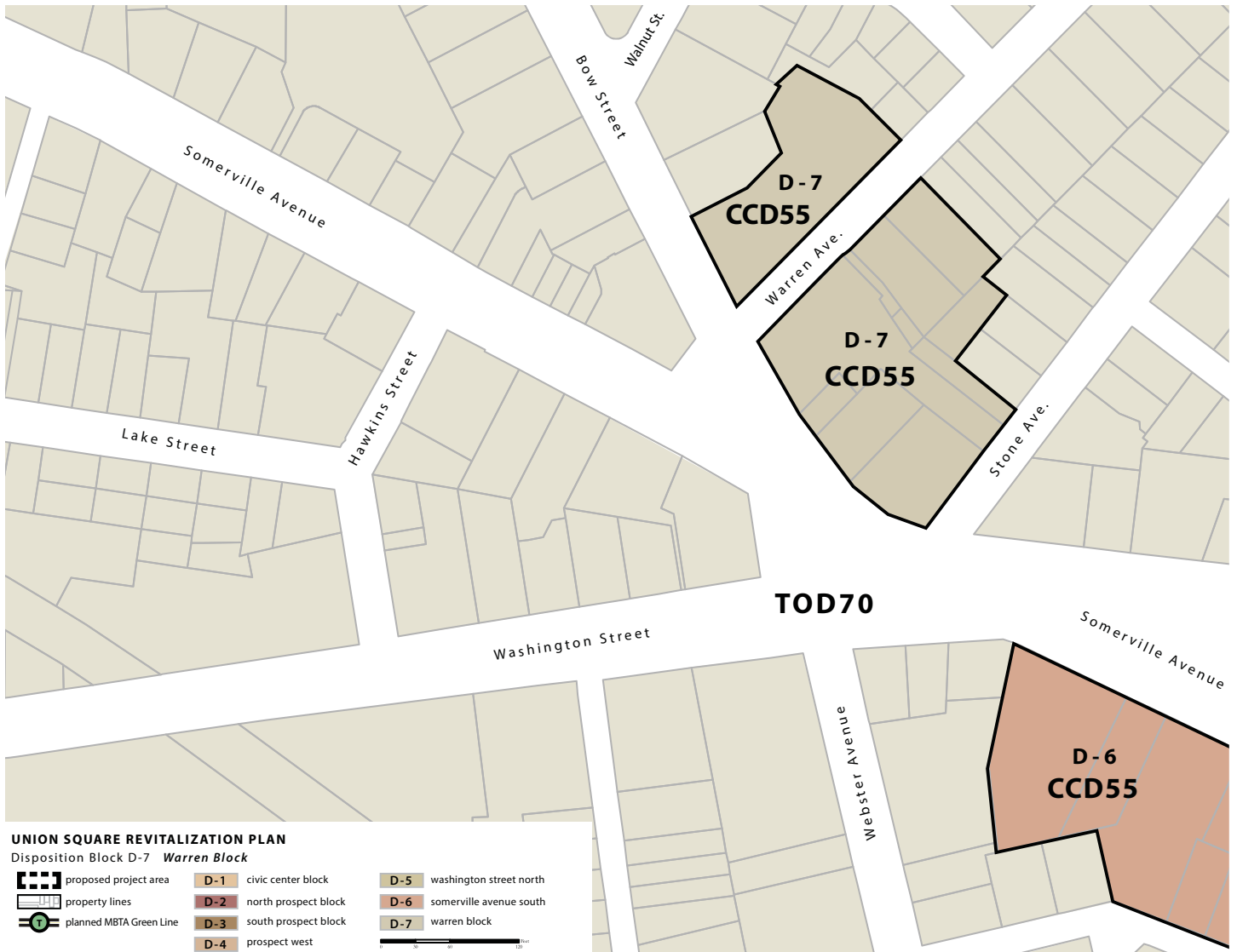
View of D-7 parcels looking toward Bow Street



Bow Street building



View of D-7 parcels looking toward square

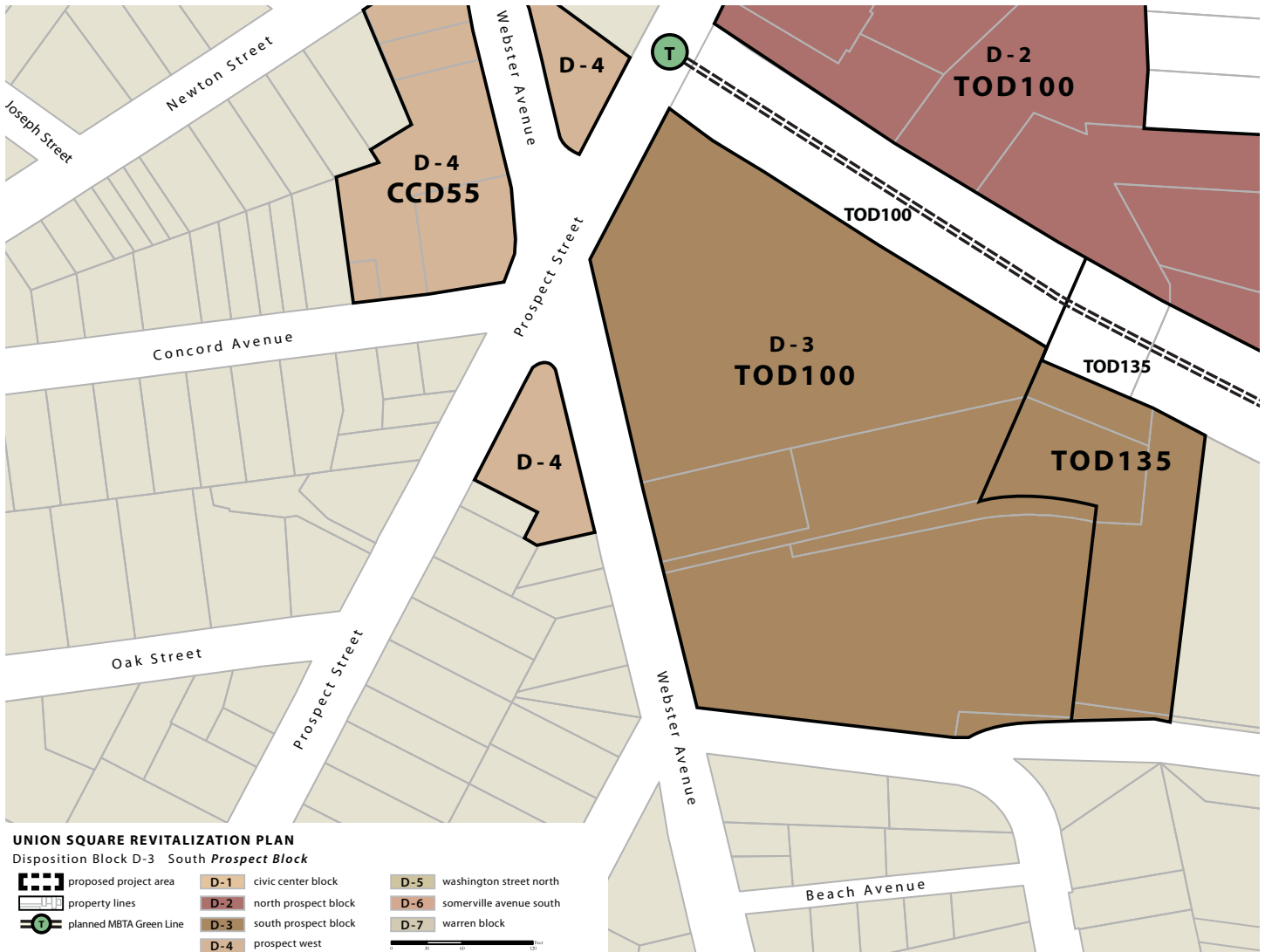


Artist depiction of possible massing of Block D-7

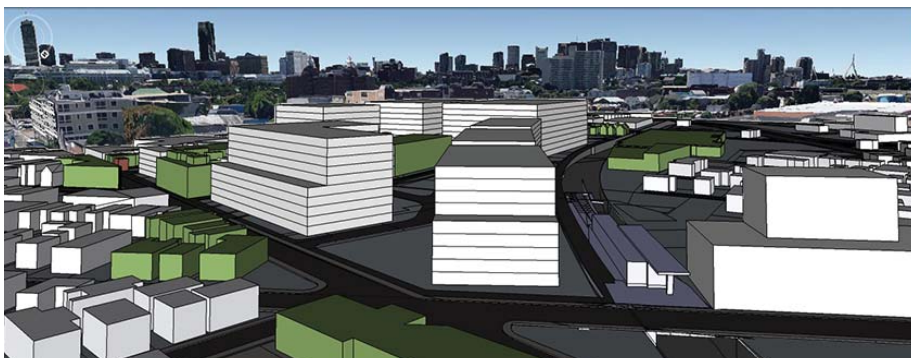
1.8 SOUTH PROSPECT BLOCK (D3)

The South Prospect Block is described in the Plan as including “.... properties bordered by Prospect Street, Webster Avenue, Columbia Street, Windsor Place, and the Fitchburg commuter rail right-of-way. This parcel is the gateway to Boynton Yards, the area referred to as a Transformation Area in this Plan. Development on the South Prospect Block is anticipated to be mixed-use with first floor retail, restaurant, and service uses, and upper story office, R&D and/or residential uses. The MBTA and MassDOT agreed in the MOA dated July 26, 2012, to finalize the details of a conveyance to the City or the SRA of air rights over the railroad right-of-way that separates the North Prospect and South Prospect Blocks at such time as there is a developer with a feasible air rights development proposal. This would allow these two Disposition Blocks to be connected. The South Prospect Block will ideally be redeveloped to the maximum height and bulk allowed under the new TOD-100 zoning. The size of this Disposition Block and potential density under the TOD-100 district could add substantially to the City’s commercial tax base.

As part of this RFQ, it should be clearly understood by all respondents that the SRA views the South Prospect Block as not only a significant site for development but just as importantly as a key link to unlocking the unrealized potential of the Boynton Yards. In the SRA’s estimation, development of Block D-3 should accommodate a practical means of bridging the area from one side of the Green Line track to the other. As calculated under the Plan, approximately 764,947 sf of new construction might be accommodated. Most of the South Prospect Block is zoned TOD-100 with a density of 4.0, although a smaller portion extends into a TOD-135 district, with an allowable density of 5.5.



Artist depiction of possible massing of Block D-3 and Boynton Yards

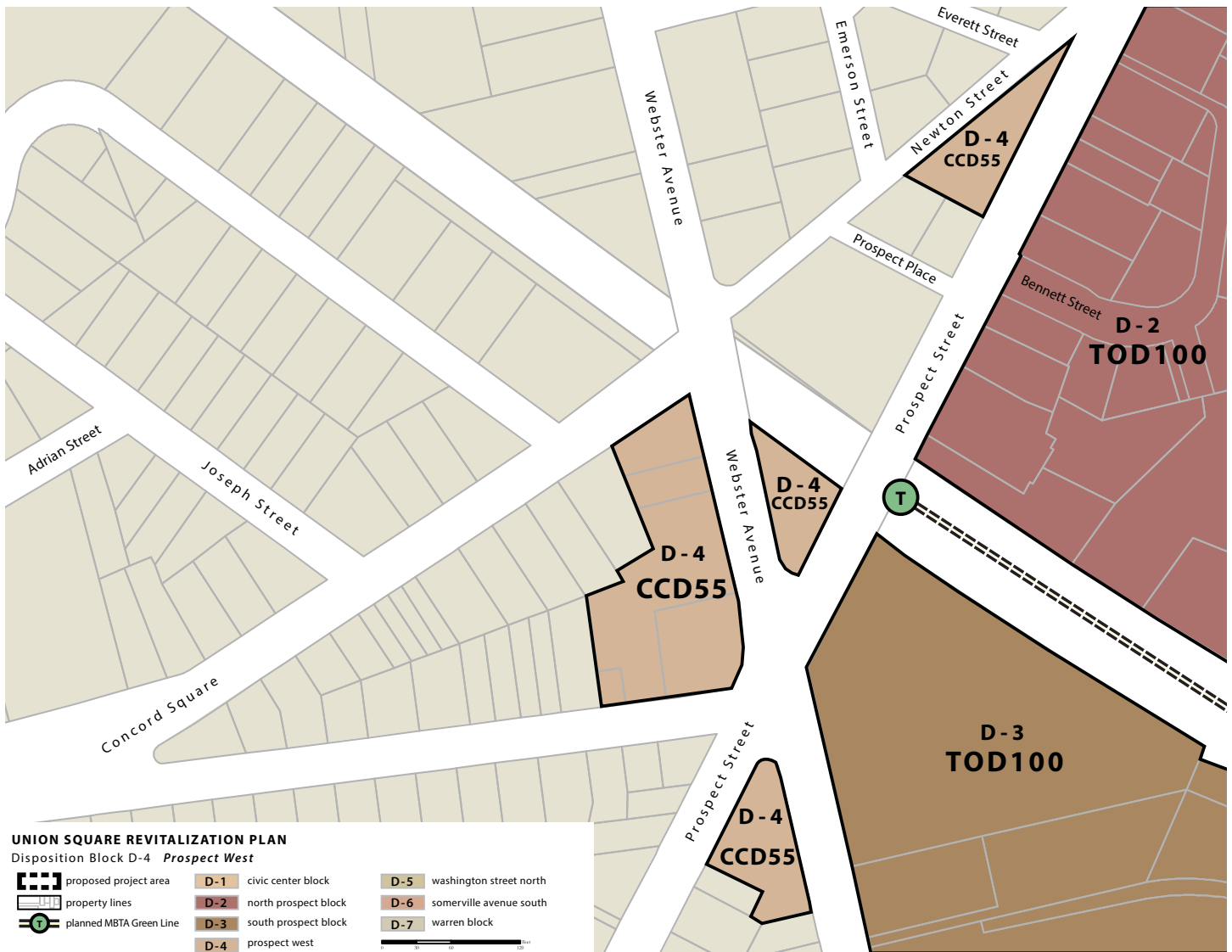


Artist depiction of possible massing of Block D-3 and Boynton Yards

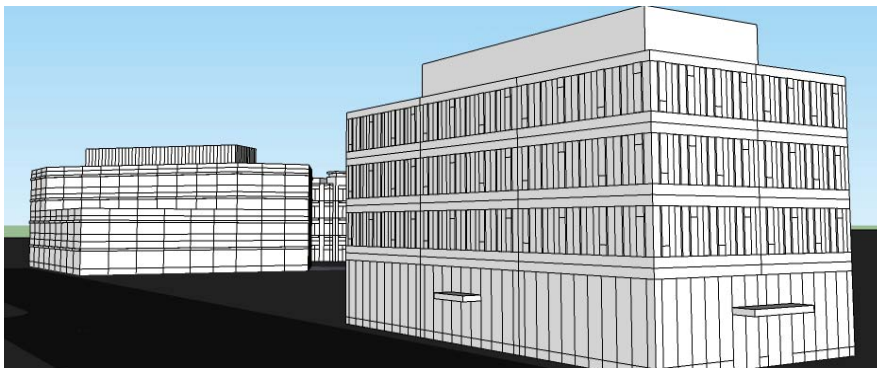
1.9 PROSPECT WEST BLOCK (D-4)

According to the Plan, "The West Prospect Block, shown as D-4 above, consists of a number of small parcels with auto-related uses at the intersection of Prospect and Webster streets. To complete the transit-oriented, mixed-use vision for the Revitalization Area, the 2012 Plan anticipates that these auto-related uses will be replaced with the mixed-use development allowed under the new CCD-55 zoning district.....Some portions of these parcels may also be absorbed into the roadway realignment and other public infrastructure improvements needed to ensure effective traffic flow on Prospect and Webster Streets in and out of Union Square, and safer and more efficient access to the Union Square Station entrance."

With this proviso on the possible absorption of certain segments of the D-4 Block for roadway and infrastructure improvements, it is impossible to state definitively what the full build out potential of the Prospect West Block will be. Presently, the parcels total approximately 43,946 sf and are included in the CCD-55 zoning district with an FAR of 3.0.



Artist depiction of possible massing of Block D-4



Artist depiction of possible massing of Block D-4

1.10 DEVELOPMENT PHASING AND TIMING

Upon entering into a Master Developer Agreement and related agreements as necessary (“the Agreements”) with the City, the Master Developer will be expected to expedite pre-development activities to the greatest extent possible. Agreements are expected to set mutually agreed upon standards for timing and performance on the part of the Master Developer. It is expected that the revitalization of Union Square will proceed in accordance with certain other tasks that will be occurring concurrently. As an example and as it pertains to the D-2 North Prospect Block, the Master Developer will be expected to work closely and in cooperation with the MBTA as it concerns the construction of the Union Square Station and the ongoing operations of the station. It will be a requirement of the Agreements that the Master Developer seek to coordinate and expedite wherever possible the construction of both the station and the Transit Oriented Development that follows.

On other parcels such as the D-1 Civic Center Block, certain tasks need to be accomplished prior to development on that Block, specifically the relocation of the existing Public Safety Building. In addition, the Master Developer will be expected to work closely with the SRA on relocation efforts for the current tenants. The D-6 Somerville Avenue South Block, as an example, is owned by various private entities. Upon successful site assembly, the Master Developer could initiate work here as a first effort of a multi-phase revitalization of Union Square. The Agreements will be written in such a manner as to provide the Master Developer with flexibility to proceed as conditions and circumstances provide.

The Master Developer will enter into negotiations for the acquisition of the privately owned parcels within the Disposition Blocks. It is the SRA's preference that site assembly be accomplished through such means whenever possible. If such efforts reach an impasse, however, the SRA is prepared to exercise its powers under MGL Chapter 121B for the purposes of site assembly in a manner consistent with the Plan. If the site assembly process cannot be completed through private transactions, the Master Developer will be required to act as a financial backstop to any takings by the SRA.

2 THE GREEN LINE EXTENSION PROJECT

With the confluence of the identification of Union Square as an area of economic enhancement through the SomerVision process, the adoption of the Union Square Revitalization Plan and the MBTA's GLX project, the opportunity to bring real economic and physical growth to this area is now at hand.

The GLX project is divided into four phases. The initial phase consists in part of the reconstruction of the Medford Street railroad bridge in Somerville, increasing the existing bridge's capacity to handle Green Line service. Phase I work commenced in 2013 and is expected to end in 2015. Phase 2/2A relocates the existing Lechmere Green Line Station in Cambridge and includes design and construction for the Washington Street and Union Square stations in Somerville. Subsequent phases include the construction of a vehicle maintenance and storage facility for the MBTA and further extension of Green Line service from the new Washington Street station through to a new College Avenue Station, running along the existing Lowell Commuter Line.

Most recently, on September 25, 2013, the Massachusetts Department of Transportation Board authorized a \$393 million contract with White Skanska Kiewit for work included in Phase 2/2A of the project, including the relocation of the current Green Line Station at Lechmere in Cambridge and the construction of new Somerville stations to be located along Washington Street and in Union Square.

2.1 ORIGIN OF THE GREEN LINE EXTENSION INITIATIVE

As part of its air quality mitigation requirements arising from the Central Artery/Third Harbor Tunnel project, the Commonwealth of Massachusetts is legally obligated to complete all federally mandated transportation control measure ("TCM") contracts. By building along the existing Fitchburg Commuter Rail Right of Way, the GLX project will address a long standing lack of rapid transit service in the City of Somerville.

2.2 LEGAL STANDING OF GLX TO SOMERVILLE-PHASE 1

On July 26, 2012, a Memorandum of Agreement ("MOA") by and among the MBTA, the Commonwealth of Massachusetts/Department of Transportation ("DOT") and the City of Somerville was executed. In the MOA, a phasing timetable was included. Phase 1 of the MOA required the MBTA to execute contracts through the Construction Manager/General Contractor process for bridge widening and improvements sufficient to meet the requirements of Green Line Service. The schedule for the completion of Barletta's Phase 1 work calls for completion of improvements to the Medford Street bridge to be complete by July of 2014 and a closeout of the overall work by March of 2015.

2.3 TIMING AND GOALS

The MOA also projects the goal of having the Union Square Station design completed by mid-2014, with construction scheduled to begin in early 2015. The need for coordination of the design of the Union Square Station in a way that the station anticipates the future private sector development proximate to the station is one of the driving aims behind the SRA's goal of selecting the Master Developer at the earliest practical moment. The Master Developer will be required to enter into an agreement with the MBTA pursuant to M.G.L. Chapter 30, Section 39S- "Certification of Work in Harmony and OSHA Training." An example of such an agreement is included herein as part of Appendix #1.

2.4 ACTIONS TO DATE FOR SITE ASSEMBLY

The MOA further speaks to "the goal of having an operational transit station by late 2016-early 2017. In June of 2013, the SRA fulfilled its initial obligations under the MOA by completing the acquisition of the privately owned properties identified in the Union Square Revitalization Plan as needed in order to convey to the MBTA the temporary and permanent easements required to building the Union Square station. Regarding the properties in the temporary and permanent easement areas, the MOA also states, "The MBTA shall be solely responsible for remediating the Permanent and Temporary Easement Areas to the level required under G.L. c. 21E and the Massachusetts Contingency plan at 310 CMR 40.00 for their intended use as a transit station structure and pickup-drop-off area. The MBTA shall pay all costs of whatsoever kind related site assessment, cleanup, and other environmental associated with the Permanent and Temporary Easement Areas..."

The July, 2012 MOA is included herein as Exhibit #1. The most recent station design plan put forth as part of the GLX project may be accessed at:

<http://greenlineextension.org>

3 MASTER DEVELOPMENT PARTNER

The SRA has determined that the best way to maximize the potential of Union Square in a manner consistent with both the Plan and SomerVision is by working closely with a Master Developer. The Master Developer approach is one that is being used increasingly by redevelopment authorities and public entities in San Francisco, Washington DC, Denver, Baltimore and others. In many of these cases, the Master Developer is being asked to implement the vision created through a long term planning and community participation process.

The SRA's goal is to work with a well experienced, well financed development partner with a proven record of enhancing not merely a single parcel, but rather an entire neighborhood. Moreover, the Master Developer approach will allow the SRA to seek out a partner with the capacity to undertake multiple initiatives at the same time, should those opportunities arise. The Master Developer approach will allow the SRA to enter into a public/private partnership that allows that partnership to work jointly towards site assembly, infrastructure improvements and entitlements. The Master Developer would be responsible for the implementation of the Plan, along with the design and engineering work for actual construction, construction financing and the marketing, sales and leasing program, with a strong emphasis upon commercial uses as part of a true Transit Oriented Development approach.

In the end, the SRA is convinced that the master developer approach offers the best opportunity to achieve the revitalization of Union Square in a manner that reflects coherence in design, visual appeal and utilization of both private and public spaces as a reflection of the consensus driven goals of the Plan.

3.1 THE NEED FOR A MASTER DEVELOPER

The selection of a Master Developer for Union Square relatively early in the process represents a conscious decision by the SRA to work with a partner who shares in the vision for the Square that was articulated through hundreds of hours of public discussions. Partnering with an experienced Master Developer can better provide for a site assembly process that results in the types of useful floor plates and below grade parking needed to attract commercial development and employment opportunities to Union Square. In addition, the Master Developer approach can provide for a more timely phased approach to Union Square, avoiding the possibility that similar types of projects will compete against each other and create an overly saturated market.

In a practical sense, the selection of a Master Developer in the near future represents a short term need to provide for coordination of design and engineering efforts with the MBTA and GLX staff for what the Plan envisions as possibly an air rights project over the Union Square Station drop-off/pick-up area and perhaps a portion

of the station building itself. At the same time, planning and design for needed public infrastructure and roadway improvements in Union Square will be in motion.

3.2 OBLIGATIONS OF THE MASTER DEVELOPER

Among the Agreements to be executed will be a Land Disposition Agreement (LDA) for each of the Disposition Blocks the parties to which will be the Master Developer and the SRA. The LDA will describe the development to be constructed in detail on each Block and will contain safeguards, such as rights of reverter, ensuring that the SRA's expectations as to any proposed project are fully met and that the project is constructed substantially as proposed. The LDAs will be subject to the approval of the Commonwealth's Department of Housing and Community Development as required in the Housing and Urban Renewal regulations of 760 CMR 12.05.

The LDA will also require the Master Developer to work closely and in full cooperation with the MBTA and the GLX project. This obligation will be crucial. The need exists for the Master Developer and the MBTA to coordinate issues of timing, design and construction for the construction of the Union Square Station and the mixed use Transit Oriented Development that will follow. Within the LDA will be a statement that the Master Developer and all future commercial tenants located within any of the Disposition Blocks within the Union Square Urban Renewal Area will agree to commit to work with the City of Somerville in a good faith effort towards an agreement whereby qualified Somerville residents will be provided a first chance to fill certain opportunities arising from the development of the Disposition Blocks.

The Master Developer will work with appropriate City departments and the SRA to develop a site design plan, a phasing plan and schedule and detailed financial plan that will help to realize the needs of the developer while meeting the project goals to establish a mixed-use Transit Oriented Development program consistent with the goals and objectives for development of the Plan. The Master Developer will conduct an urban design charrette(s) to engage stakeholders in the community and address the unique design and development challenges offered by the site. The result of these sessions will be a design to guide the phased development project.

Perhaps the biggest challenge presented to the Master Developer will be the obligation to attain the goals for an enhanced Union Square in a manner consistent with the SomerVision and Union Square Revitalization Plan processes. The Master Developer will be expected to present its implementation plan in a manner which preserves and enhances the sense of place and unique qualities that define Union Square, while still providing for an expanded economic base for the City through the use of transit Oriented Development.

The City is prepared to grant full entitlement for development that

is consistent with the Plan. The SRA and/or City staff will work with the Master Developer to ensure that the entire project is reviewed and approved in a manner consistent with the standards identified by the Plan and the City's Zoning Code.

3.3 MASTER DEVELOPER SELECTION PROCESS AND AGREEMENTS

Those wishing to be considered as the Master Developer for Union Square will be asked to submit a detailed response to this RFQ outlining their proposed development approach, along with specific information on their experience in developing mixed-use Transit Oriented Development projects and the expected members of their development team. The Master Developer should clearly outline their expectations of the SRA and/or City of Somerville's role and responsibilities in the development.

It is anticipated that upon receiving the responses to this RFQ, the SRA will review submissions and select a set of finalists for further review and an in-depth interview based upon the extent to which those submissions meet the standards and qualifications contained in Section 9.14 of this document, Qualifications Evaluation Criteria.

As part of this review process, the SRA will also engage an appointed Civic Advisory Committee ("CAC") for their input. At the conclusion of that process, the SRA will select one of the finalists as the Master Developer. Over the longer term, it is expected that the CAC will provide input toward strategic planning decisions and development for the SRA and the Master Developer over at least a two year period. The Master Developer will also be expected to work with local businesses and property owners to encourage their ongoing participation in shaping the future of Union Square.

The SRA will also weigh the Master Developer's ability and commitment to meet municipal needs and provide broader public benefits beyond improvements designed to serve only the development itself. Contributions might include a commitment to construct municipal facilities within the development, infrastructure and transportation improvements serving the development, and beautification and maintenance of public areas within and/or adjacent to the development area. A specific definition of potentially appropriate improvements which would benefit both the development and the public at large will best be clarified during the current infrastructure design effort, requiring involvement and coordination by the Master Developer. At the same time, the Master Developer will be asked to outline their expectations of the assistance that will be expected of the SRA and/or the City of Somerville in order to complete the project. A proposed schedule for all phases of the development beginning with the execution of a land disposition agreement between the SRA and the Master Developer and culminating with full build-out and occupancy will be required. Particular attention should be paid to the activities

that will occur prior to groundbreaking.

Prior to the execution of an LDA, the Master Developer and the SRA will enter into an agreement which establishes a purchase price for the Blocks offered in this RFQ and commits the Master Developer to the goals established in the Union Square Revitalization Plan. This agreement may take the form of a fee acquisition or a fixed-term option to purchase agreement. If the option approach is agreed to, option fees during the pre-development period will be established at a rate consistent with the tax revenue that the City of Somerville would have obtained from the land if it were in private hands.

3.4 POTENTIAL FUTURE OPPORTUNITIES

The Plan states that “.... the SRA will periodically review the property disposition plan to identify other strategic opportunities to encourage and support redevelopment within the Revitalization Plan consistent with the SRA’s goals for the Revitalization Area.” In addition to the Blocks along Prospect/Webster corridor that are contained in this RFQ, the Plan also includes two other areas -- Boynton Yards and the McGrath/Medford Corridor--that are expected to be redeveloped to the point of complete transformation in use and scale. Boynton Yards is located at the confluence of emerging development opportunities. From one direction, redevelopment demand from Kendall Square is extending to the Cambridge line at the edge of Boynton Yards. From the other direction, the Union Square Green Line Station and the redevelopment of North Prospect Block will bring visibility and connectivity to Boynton Yards over the Prospect Street Bridge, as well as through potential air rights development over the Fitchburg Commuter Rail right-of-way.

The City of Somerville has contracted with Parsons Brinckerhoff to undertake a study of the area’s current infrastructure capacity. That study is expected to make recommendations on both improvements to the existing infrastructure and roadway system and determine how best to create a new development grid that is economically and functionally feasible. From there, the hope is that this area of approximately thirty five (35) acres could serve as a campus type environment for a single or multiple related users. The majority of land within Boynton Yards was designated as Transit Oriented Development areas, with heights ranging from seventy five feet (75’) to one hundred and thirty five feet (135’),

The transformation of both Boynton Yards and the McGrath/Medford Corridor will require a Major Plan Change to the existing Union Square Revitalization Plan. Such an effort will need to be reviewed and approved by the SRA, the City of Somerville’s Planning Board and the Board of Aldermen, as well as by the Commonwealth of Massachusetts’ Department of Housing and Community Development. The SRA acknowledges the advantages that could arise from a cooperative planning effort for the transformation of Boynton Yards and the McGrath/Medford Corridor done in conjunction with the Master Developer.

The City of Somerville actively supports an at-grade McGrath Highway/de-elevation of the McCarthy overpass. While still in the early stages, this possibility has captured the imagination of a broad constituency and would further serve to transform this Corridor, much as the Big Dig transformed the Central Artery in Boston. The process will require an environmental review for a grounded facility, a more detailed design for the corridor and a timeline for implementation. Under City of Somerville zoning, the majority of the approximately thirty two (32) acres within the McGrath/Medford area was designated as Transit Oriented Development areas, with heights ranging from one hundred feet (100') to one hundred and thirty five feet (135').

4 ENVIRONMENTAL CONDITIONS

The City or the SRA will be responsible for demolition of existing structures on Block D-2. It is anticipated that the Master Developer will be responsible for other demolition and other site preparation costs. Site preparation challenges in the Revitalization Area include unsuitable fill and contaminated soils.

Because the eastern portion of Somerville was, and still is, home to many industrial businesses, portions of the Disposition Blocks will necessitate environmental remediation measures. The City of Somerville has engaged the services of Environmental Compliance Services Inc. (ECS), a Licensed Site Professional (LSP) to assist with all appropriate inquiries prior to acquisition of the North Prospect Block. In addition, TRC Inc. of Lowell MA, continues as the LSP for the former Kiley Barrel property and is overseeing the ongoing remediation effort. The MBTA has retained the services of Kleinfelder Inc. of Cambridge MA to oversee their portion of remediation activities.

4.1 REMEDIATION COSTS

Analysis of existing soil conditions and costs for remediation are available to varying degrees for different properties in the Revitalization Area. Massachusetts Department of Environmental Protection (“DEP”) and the Attorney General’s Office are determining needed actions. To date, the City has been awarded a total of just over \$3 million for assessment and remediation of the Kiley Barrel Property on the North Prospect Block. The SRA has done all appropriate inquiries prior to the acquisition of parcels within the D-2 Block. If an imminent hazard is identified during the SRA’s ownership of a site, the SRA would be responsible for the immediate response action required under DEP regulations. Otherwise, it is expected that remediation costs in the Revitalization Area as a whole will be addressed through a combination of resources and approaches, including but not limited to the following: the MBTA will be responsible for assessment and cleanup costs for the Union Square Green Line Station and its drop-off/pickup area; designated Master Developers may undertake assessment and cleanup using private funding; or assessment and cleanup may be partially funded through a combination of federal and state assistance programs as available and awarded.

4.2 ENVIRONMENTAL CONDITIONS AND REMEDIATION EFFORTS ON THE D-2 BLOCK

The D-2 Block has been assembled by the SRA through the eminent domain process and by accepting via intra-municipal transfer parcels of land already owned by the City of Somerville. The entire D-2 Block consists of approximately 169,427 square feet. Within that total area, approximately 32,000 square feet is the former site of the Kiley Barrel Company which operated in Union Square

from 1951 through 1989. The company cleaned, refurbished and distributed drums that reportedly stored chemical products. The former buildings and facility have long since been demolished leaving contaminated soil and groundwater.

In December, 2006 the City of Somerville retained the services of TRC, Inc. of Lowell, MA to act as the Licensed Site Professional overseeing remediation efforts and as liaison to state and federal environmental agencies. TRC's initial scope of work included a site assessment of the Kiley Barrel site. Between 2006 and 2010 a series of detailed environmental assessments were conducted using approximately \$650,000 in grants from the United States Environmental Protection Agency ("EPA"), MassDevelopment and the Massachusetts Department of Environmental Protection ("DEP") to delineate the extent of contamination at the Site and nearby properties, evaluate health and environmental risks, and to develop remedial action plans.

Cleanup work is scheduled to be completed during 2015. A complete history of The Kiley Barrel site and funding sources now in place for its remediation may be found at the following address:

<http://www.somervillema.gov/departments/ospcd/economic-development/kiley>

4.3 KNOWN ENVIRONMENTAL CONDITIONS ON THE D-1 CIVIC CENTER BLOCK

As pertains to the known environmental conditions on the D-1 "Civic Center Block", an Activity and Use Limitation ("AUL") Agreement was entered into by the City of Somerville and the DEP. In 1999, it was discovered during separate underground storage tank upgrade and/or removal tasks that there had occurred three releases of oil and/or hazardous materials. The underground tanks were part of the refueling system for public safety and emergency vehicles. According to DEP's Method 3 Risk Characterization, the AUL determined that a condition of No Significant Risk ("NSR") of harm to the environment exists on the publicly owned portion of the D-1 Block. However, the AUL does mandate that any future uses and redevelopment of the site will require a Soil Management Plan that complies with the Massachusetts Contingency Plan and a site specific Health and Safety Plan will have to be submitted and approved by DEP.

Since the execution of the 2007 AUL, the City of Somerville's public safety operations on the publicly owned portion of the D-1 Block have continued. As plans for the relocation of the City of Somerville public safety operations from the D-1 Block progress, additional environmental investigations under the supervision of an LSP can proceed. For the purposes of this RFQ and future development of the D-1 Block, it is assumed that the City of Somerville and/or the SRA and the Master Developer will work cooperatively in undertaking and completing the remediation activities. It is further assumed that the cost of any remediation

effort will be a factor in the final disposition price of the D-1 Block.

4.4 KNOWN ENVIRONMENTAL CONDITIONS ON THE D-5 WASHINGTON STREET NORTH BLOCK AND D-6 SOMERVILLE AVENUE SOUTH BLOCK, D-7 WEBSTER BLOCK, D-3 SOUTH PROSPECT BLOCK AND D-4 PROSPECT WEST BLOCK.

A review of the DEP searchable site for known environmental conditions on the D-5 Block found a reference to 231 Washington Street, relating to contamination found during the placement of new underground storage tanks in 1992. After subsequent exploration by the Commonwealth of Massachusetts and remediation efforts by the owner, the Commonwealth issued a "No Further Action" Letter on September 25, 1997. The letter stated, "Please be advised that the Department does not anticipate requiring further assessment and/or cleanup at this property."

A review of the DEP searchable site for known environmental conditions on the D-6 Block did not find any reference to properties within the boundaries of the block nor evidence of any AULs.

In July, 2010 the Goodyear Auto Service operating on a portion of Block D-7 uncovered hydrocarbons in the soil while upgrading its in-ground hydraulic lift service. By November 2011, DEP determined that all suitable remediation activities had been completed in a satisfactory manner without requiring the imposition of an AUL.

No known environmental conditions pertaining to Blocks D-3 and D-4 were found on the DEP searchable site but respondents are strongly urged to undertake their own due diligence on these privately owned properties.

5 ZONING FOR DISPOSITION PARCELS AND OTHER AREAS WITHIN THE URBAN RENEWAL AREA

In 2009 the City of Somerville undertook an extensive public process to rezone Union Square. Although the outcome of the public rezoning process resulted in retaining the standard residential zoning for the neighborhood areas of Union Square, new types of mixed-use districts -- a Corridor Commercial District (CCD-55) and four Transit-Oriented Districts (TOD-55, TOD-70, TOD-100, and TOD-135) -- were mapped over parcels identified in this Plan as part of the Revitalization Area.

With these newly applied districts, property owners and developers have access to "Use Clusters", a regulatory mechanism that provides a greater level of categorical flexibility between uses that have similar impacts. Provided they are under the square footage limit that would require Special Permit for approval, individual uses categorized within the same cluster can come and go by right, while uses not expressly authorized in the clusters are prohibited.

The new zoning applied to Union Square is designed to be responsive to changing market conditions while maintaining high standards for building design and construction, including an emphasis on sustainable development and green building standards. Although the City is currently undertaking an extensive rewrite of the Somerville Zoning Ordinance, the CCD and TOD districts within the Revitalization Area are anticipated to remain essentially the same as they are in the current version of the Zoning Ordinance.

5.1 OVERVIEW OF UNION SQUARE ZONING

In general, to achieve aesthetically, economically, environmentally, and socially beneficial redevelopment, projects in the new mixed-use districts will be required to be moderate to high-density in scale, and to include commercial, residential, and institutional functions at upper levels and pedestrian-oriented retail and business services at street level. Parking, where provided, will be in structured parking facilities. Open space may be aggregated to encourage small urban public parks. Summaries of the TOD and CCD-55 Districts are highlighted below, but both types should be explored more fully by consulting the complete Somerville Zoning Ordinance which is available at:

<http://www.somervillema.gov/departments/ospcd/planning-and-zoning>.

5.2 TRANSIT ORIENTED DISTRICT

The purpose of a Transit Oriented District (TOD) is to encourage mixed-use transit-oriented development with well-designed pedestrian access near transit connections and commercial squares, such as Union Square. In response to different neighborhood contexts, the TOD districts have various heights, densities, and compatible use mixes. In order to be aesthetically, economically, environmentally and socially beneficial, projects in TOD Districts are

expected to have a mix of uses both within buildings and across the districts. Moderate to high density developments will include commercial, residential, and institutional cores with pedestrian-oriented retail and business services. Parking, where provided, is required to be in structured parking facilities. In anticipation of the fact that in dynamic commercial centers, changes in tenancy and use will occur, the TOD Districts are intended to be responsive to changing market conditions while maintaining high standards for building design and construction. As such, development review in these Districts is concerned primarily with the appropriateness of building design and broad categories of uses.

The Zoning Ordinance divides TODs into the following sub-districts, which are distinguished by their respective height and density regulations. The Revitalization Area contains all four of the sub-districts.

- TOD-55: a lower density sub-district allowing for mixed-use development near existing lower-density residential neighborhoods.
- TOD-70: a moderate density sub-district designed to complement nearby existing developments and to serve as a gateway to higher density districts. Pedestrian-oriented uses along major public streets encourage activity at street level.
- TOD-100: allows a taller, more commercial core, with opportunities for signature building tops as well as street-level facades that relate to nearby mid-rise development. Office, research and development, and life sciences are encouraged in this sub-district in order to bring good quality jobs to the area and to increase the City's commercial tax base. Residential development may be allowed, provided it is secondary and complementary to the commercial development.
- TOD-135: a higher-density, taller sub-district providing the largest economic development opportunities, while being strategically located to minimize impacts to existing neighborhoods. Office, research and development, and life sciences are encouraged in this sub-district in order to bring good quality jobs to the area and to increase the City's commercial tax base. Residential development may be allowed, provided that it is secondary and complementary to commercial development. To offset higher density, increased provision of public open space is expected in this sub-district.

5.3 THE CORRIDOR COMMERCIAL DISTRICT

The purpose of a Corridor Commercial District (CCD) is to promote appropriate infill development along heavily traveled transportation corridors, especially where corridors meet at named squares such as Union Square. Specifically, the CCD-55 District provides for mixed-use or commercial development at a mid-rise scale.

5.4 USE CLUSTERS IN THE TOD DISTRICT

A. Office/R&D/Institutional Uses

- B. Small Retail and Service
(less than 1,500 net square feet)
- C. Medium Retail and Service
(1,500 to 10,000 net square feet)
- D. Eating and Drinking
- E. Residential
- F. Other Accommodations
- G. Educational/Recreational Services
- H. Light Industrial
- I. Other Uses
- J. Protected Uses
- K. Large Retail and Service
(more than 10,000 net square feet)

5.5 USE CLUSTERS IN THE CCD DISTRICT

- A. Office/R&D/Institutional Uses
- B. Small Retail and Service
(less than 1,500 net square feet)
- C. Medium Retail and Service
(1,500 to 10,000 net square feet)
- D. Eating and Drinking
- E. Residential (except on first floors facing
corridor streets unless it already exists)
- F. Other Accommodations
- G. Educational/Recreational Services
- I. Other Uses
- J. Protected Uses
- K. Large Retail and Service
(more than 10,000 net square feet)

5.6 AFFORDABLE HOUSING AND LINKAGE

All new residential development in the Revitalization Area will be required to comply with the Inclusionary Housing section of the Somerville Zoning Ordinance, which currently mandates that projects with eight or more units provide 12.5%, 15%, or 17.5% (depending on the zoning district) of the units as affordable. Article 15 of the Somerville Zoning Ordinance also carries the requirement that most commercial developments must make a Project Mitigation Contribution payment in the amount of \$3.91 per square foot, with the first thirty thousand (30,000) square feet of a building being exempt from this requirement. Such contributions are made to support the creation and preservation of affordable housing within the City of Somerville.

It should be noted that just prior to this RFQ's release, the City's Board of Aldermen voted to increase the Project Mitigation Contribution to \$5.15 per square foot. In addition, there is a pending proposal to establish a Project Mitigation Contribution for Job Creation and Retention at the rate of \$1.40 per square foot. Both proposals would lower the threshold for exemption from the current 30,000 square feet to 20,000 square feet.

6 INFRASTRUCTURE IMPROVEMENTS / WALKABLE / BIKEABLE

The Union Square Revitalization Plan has proposed public realm, transportation, and utility improvements for the Revitalization Area in its entirety, both in the immediate term and over a longer period, as well. In July of 2013, the City of Somerville entered into a contract with Parsons Brinckerhoff to evaluate existing transportation analyses and to recommend a design for roadway and utility improvements in and around Union Square as part of a phased implementation plan. These engineering plans will be to the level of a MassDOT 25% design submission.

The Master Developer will be expected to work closely with the City of Somerville and its professional consultants to provide coordination and support for these infrastructure improvements. The work of Parsons Brinckerhoff as part of the current contract will be to identify a design alternative that will (1) improve access, flow and safety for all modes of transportation, including vehicular, pedestrian, bicycle, MBTA bus service and the Green Line station; (2) maximize the useable, central public open space in Union Square; and (3) create a distinctive destination point for visitors to Union Square.

6.1 BACKGROUND

The Union Square zoning already in place strongly encourages active uses at street level, creating multiple opportunities to enhance the space in the public realm. The Plan has made a priority of expanding sidewalks to the maximum extent possible to include areas for outdoor cafes, markets, public seating, and street trees and other landscaped open areas. Throughout the Revitalization Area, the public realm should include active uses that integrate the public realm outdoors and the private development indoors, so that shops and restaurants spill out onto the sidewalk in good weather, and people on the sidewalk have a sense of activity and items of interest behind the windows of the building facades. Articulated gateways or thresholds letting people know when they arrive or leave will be encouraged, along with well-lit night spaces affording openness and visibility and a sense of safety and security.

6.2 TRANSPORTATION

Union Square Station may be the most anticipated of the pending public transportation improvements but, in keeping with the SomerVision Plan, the project area will also be enhanced with other multi-modal transportation improvements designed to maintain an adequate traffic capacity for new development while creating comfortable and safe connections for pedestrians and bicyclists. Sidewalk widths will be maximized based on available space and, where possible, curb extensions will shorten crossing distances. Thoroughfares in the project area will have bicycle lanes, and bike corrals/boxes will be installed in appropriate locations. The new transportation network will be further enhanced through the establishment of a Transportation Demand Management (TDM)

program to encourage employers to provide alternatives to single occupant vehicles for daily commuting to jobs in the Plan area.

6.3 ROADWAYS AND TRAFFIC CIRCULATION

Traffic flow is paramount in Union Square, but it must be balanced with the larger context of quality of life, future development, urban design goals, public open space opportunities, and transit access. It will be a requirement of this RFQ that the Master Developer be fully committed to and fully supportive of roadway and traffic circulation changes that take into account bicycle, pedestrian, public and private vehicles and other means of transportation.

A number of recommended roadway changes were included as part of the Revitalization Plan and it is likely additional suggestions will result from a public process. The Master Developer will be expected to review each of the proposed changes and consider the likely effects upon the redevelopment of Union Square, specifically in the context of how the proposed changes will affect the build out and operations of each of the Blocks. The Master Developer and his team will be expected to work closely with the City of Somerville staff and the CAC to arrive at a workable design for future roadways and traffic circulation in and around Union Square. A full roster of anticipated improvements may be found at:

<http://www.somervillema.gov/sites/default/files/UnionSquareRevitalizationPlanFINAL.pdf>

7 FINANCIAL ASPECTS OF UNION SQUARE REVITALIZATION PLAN

7.1 ACQUISITION COSTS

The Revitalization Plan named properties to be acquired (“Acquisition Properties”), some of which are made up of multiple parcels. There were no partial acquisitions designated in the Revitalization Plan. In addition to the acquisition price paid to property owners, acquisition costs included appraisal, title, preliminary site assessments, and other closing-related expenditures. On behalf of the SRA, the Mayor’s Office of Strategic Planning and Community Development (OSPCD) procured appraisal services in anticipation of the activities under the Plan. The actual costs for appraisals depended on the type and size of the property being appraised and the method of appraisal.

The budget estimate for parcels acquired prior to the issuance of this RFQ included only the planned Phase One of the 2012 Revitalization Plan: namely, redevelopment of the D-2 North Prospect Block and engineering design for specific items identified for Phase One’s new and upgraded public infrastructure. A request for funding for the acquisition of the privately owned parcels within the D-1 Civic Center Block has been included in the City’s Capital Improvement Program for Fiscal Year 2014.

The anticipated acquisition costs for all of the currently identified Disposition Blocks may be found on Table 4-8 of the Union Square Revitalization Plan.

7.2 RELOCATION COSTS

Massachusetts General Laws Chapter 79A and Regulations at 760 CMR 27.00 require that assistance and benefits be provided to residents and businesses who are displaced as a result of a real estate acquisition by a public entity, or a private entity using public funds, regardless of whether the real property is acquired by eminent domain or negotiated sale. An experienced relocation consultant was procured by OSPCD to undertake a relocation plan and provide relocation services in connection with the businesses and residences that were displaced under this Revitalization Plan in the assembly of the North Prospect D-2 Block. If necessary, additional acquisitions may require that relocation benefits be paid, including payment for actual moving expenses; at least 120 days advance written notice to vacate; and assistance in finding a suitable and/or comparable replacement home or business site.

7.3 FUNDING FOR PHASE ONE OF THE REVITALIZATION PLAN

The City of Somerville has authorized \$8 million in general obligation bonds to commence Phase One of the Union Square Revitalization Plan. These bonds funded acquisition and relocation of properties held by private ownership entities on the North Prospect Block (approximately \$6 million), as well as paying for engineering services

to achieve 25% design on the aforementioned public infrastructure (approximately \$2 million). Subsequent acquisition, relocation, and demolition costs may be funded through City bonding or other funding sources, including potential funding from the Master Developer.

7.4 COST OF PUBLIC IMPROVEMENTS

In addition to the construction of the Union Square Green Line Station within the Revitalization Area and the Washington Street Station at the edge of the Area - both of which will be funded with state and, potentially, federal funds - the Revitalization Plan anticipates additional roadway, water and sewer, and multi-modal transportation improvements. The Master Developer will be expected to coordinate closely with the City's design engineers and participate in the planning, financial support and construction of these improvements.

7.5 FINANCING MECHANISMS

Multiple state and federal programs are available for urban infrastructure, transit-oriented development, and economic development. The Master Developer will be expected to work closely with the SRA to leverage funding sources. OSPCD has an outstanding record of attracting and leveraging a variety of federal and state funding sources, including the following:

- \$58 million from the Commonwealth under the Infrastructure/Investment Incentive ("I-Cubed") Act for public infrastructure in Assembly Square;
- \$23 million in federal and state funding for roadway reconstruction and utility improvements on Somerville Avenue;
- \$18 million approved by the Massachusetts Board of Library Commissioners (MBLC) to be placed on a waiting list for a construction grant to partially fund a new public library;
- Union Square: Over \$4.5 million in EPA funding, \$50,000 in MassDEP funding, and over \$1.3 million in MassDevelopment funding for environmental assessment and cleanup costs in Union Square and other areas of the City;
- and \$2 million in Growth District Initiative funding for Assembly Square Drive.

In addition to public funding from federal and state sources, the City has the proven expertise and capacity to assemble public/private partnership approaches to funding infrastructure. In May of 2011, the Massachusetts Office of Business Development approved the City's District Improvement Financing (DIF) proposal for the Assembly Row project in Assembly Square, allowing the Somerville Board of Aldermen to authorize \$25.75 million in general obligation bonds to reimburse the developer for public

infrastructure costs. Somerville's Assembly Row DIF is considered to be the most successful application of this financial approach within the Commonwealth to date.

The City has in the past and will continue in the future to aggressively seek out all future potential public and private funding options for infrastructure and redevelopment activities in the Union Square Revitalization District, including not only Phase One, but also future phases involving the transformation of Boynton Yards and the McGrath/Medford Corridor.

8 PRIOR PLANNING INITIATIVES

SomerVision outlined steps for an economic renaissance in the Union Square Area and identifies the reintroduction of light-rail transit as the single most important contributing factor to Union Square's revival as Somerville's "downtown".

8.1 Community and Stakeholder Engagement

The City of Somerville strongly believes in engaging community stakeholders in the public process and maintaining communication and public participation throughout a project. With this goal in mind, the Master Developer will be expected to work closely with the SRA, the CAC, and the City of Somerville in continuing to ensure meaningful community involvement. This requirement will include requiring the Master Developer to commit, at minimum, to the following:

- **Announcing Project Milestones:** Using press releases on its City website, announcements on the City's public access television "wheel", articles in local newspapers like the Somerville Journal and Somerville News, flyers, newsletters of local community groups, and a wide variety of local listservs, the Master Developer, the SRA, and the City will keep the public informed as to plans for redevelopment of the Disposition Blocks. City outreach efforts will also include materials available in the languages most common to Somerville residents, including: English, Spanish, Portuguese and Haitian Creole.
- **Holding Public Meetings:** The Master Developer, the CAC, the SRA and/or the City will actively engage in open-forum discussions regarding actions in the project area that have implications for public infrastructure and the public realm.
- **Consulting with Stakeholders:** The Mayor and City staff will continue to consult with local stakeholders including but not limited to the Chamber of Commerce, Union Square Main Streets, STEP, Somerville Local First, and Groundwork Somerville, as well as key community leaders.

Links to prior and current planning initiatives may be found in Appendix 2.

9.0 SELECTION PROCESS AND SUBMISSION REQUIREMENTS

The selection process for the Union Square Master Developer team will be a two-phase process. The first phase will be a qualifications-based evaluation to identify an expected short-list of qualified finalists. The short-listed firms will be invited to interview with the SRA, the CAC, and/or City staff and submit proposals for the project as described below. The SRA encourages all interested parties to assemble teams including developers and designers and submit qualifications along with statements of understanding of the project and their interest in acting as Master Developer.

9.1 Request for Qualifications

The following are the terms and conditions of the Request for Qualifications (RFQ).

The prospective Master Developer team responding to this RFQ shall be led by a firm or individual who is proposing to enter into a real property transaction with the SRA for the project. Responses must also identify members of the proposed design team that would be responsible for creating the Master Plan for the development. Designers may include urban designers, architects, landscape architects, and engineers. Designers must hold all required registrations in the Commonwealth of Massachusetts to perform the work proposed.

9.2. Project Coordinator

Edward C. O'Donnell, Director of Economic Development for the Mayor's Office of Strategic Planning and Community Development, shall act as Project Coordinator between the Master Developer and the SRA. However, when completing proposals, all inquiries and correspondence shall be directed to Ms. Angela Allen, care of the City of Somerville's Purchasing Department, Somerville City Hall, 93 Highland Avenue, Somerville MA 02143; Telephone (617)625-6600, Extension 3400, Fax (617) 625-1344 and Email:

AMAllen@somervillema.gov

9.3 RFQ Availability

Copies of the RFQ are available beginning on December 5, 2013. The RFQ may only be obtained directly from the City of Somerville's Purchasing Department, so that any addenda and notices can be distributed to all interested parties. Responses submitted by firms that have not obtained the RFQ directly from the City of Somerville's Purchasing Department will not be accepted. The RFQ will also be posted on the City's website at www.somervillema.gov.

9.4 Questions and Answers

Questions will be accepted during the hours of 8:30 a.m. to 4:30 p.m., Monday through Wednesday, from 8:30AM to 7:30PM on Thursday and from 8:30AM to 12:30PM on Friday. Questions must

be submitted in writing via mail, fax, or email no later than at January 17, 2014 at 12:30 PM. All answers and questions will be provided to all parties who have obtained copies of this RFQ as addenda to the RFQ.

9.5 Pre-Proposal Briefing Session

There will be a briefing session held at Somerville City Hall in the Aldermanic Chambers, 93 Highland Avenue Somerville MA 02143 on Friday, January 17, 2014 from 10:00Am to 12:00pm. All interested parties are invited to attend. Weather permitting, Representative(s) from the SRA and/or City staff will be available to address any additional questions following the in-office briefing session.

9.6 Economy of Preparation

Proposals should be prepared simply, providing a straight forward description of the prospective Master Developer team's ability to satisfy the requirements of the RFQ. Emphasis should be on completeness and clarity of contents.

9.7 Cost Liability

The SRA and City of Somerville assume no responsibility and no liability for costs incurred relevant to the preparation of responses to this RFQ by prospective Master Developer teams prior to issuance of a contract.

9.8 Revisions to the RFQ

In the event it becomes necessary to revise any part of this RFQ, revisions will be provided to all who received the RFQ. The SRA and/or the City shall bear no responsibility or liability due to copies of revisions lost in mailing or not delivered to a prospective Master Developer due to unforeseen circumstances.

9.9 Response Date

In order to be considered for selection, signed proposals should arrive at the City of Somerville's Purchasing Department, directed to the attention of the Project Coordinator on or before 12:30PM on Friday, January 31, 2014 Eastern Time. Prospective Master Developers mailing proposals should allow for normal mail delivery time to ensure timely receipt of their proposals. No exceptions to this deadline will be made for weather, poor courier service, transportation problems, or any other reason, unless issued by formal addendum from the issuing authority. All responses submitted to the City of Somerville's Purchasing Department shall become the property of the SRA

9.10 Distribution of Responses

In order to be considered for selection, prospective developers should submit a complete response to the RFQ. ONE ORIGINAL AND TEN COPIES of each response must be submitted to the City of Somerville's Purchasing Department. The prospective Master Developer shall make no other distribution of the responses.

9.11 QUALIFICATIONS PROPOSAL CONTENT

The SRA requires that each prospective Master Developer follow the guidelines for response format and content so that the evaluation and selection process can occur in an orderly, timely and equitable manner.

The response must contain a detailed description of the Master Developer Team and illustrate their qualifications to carry out the requirements set forth in the RFQ. The qualifications proposal need not include specific proposals for the redevelopment of the site. The information submitted must include, but should not necessarily be limited to, the following items:

- a. A statement in concise terms of the respondent's understanding of the nature and scope of this redevelopment project as well as the responsibilities of the Master Developer team.
- b. The proposal should show the assignment of specified personnel with the required skills for each area of responsibility.
- c. The proposal must identify the persons who will be responsible for directing the work to be performed as part of the redevelopment project. For each individual with identified responsibilities, the proposal must include a complete resume.
- d. Background data on all participating firms and entities, potentially including the disciplines below and others considered appropriate, who will play a role in the project.
 - Architect
 - Civil Engineer
 - Construction Manager/Contractor
 - Cost Estimator
 - Developer
 - Environmental Engineer
 - Equity Partners
 - Landscape Architect
 - Lender(s)
 - Marketing Specialist/Broker
 - Urban Designer/Planner

- e. A list of the resources, personnel data, or other assistance which the Master Developer expects and requires from the SRA/ OSPCD order to complete the redevelopment project during the planned time period.
- f. A company background statement for the lead development entity to include:
 - 1. Name of Legal Entity;
 - 2. Addresses and telephone numbers of all entity offices;
 - 3. Structure of entity, i.e., individual, partnership, corporation, LLC;
 - 4. Size of entity;
 - 5. Years entity has been in business;
 - 6. Current financial statement and balance sheet and lender commitments to the project¹;
 - 7. Names of principals in firm;
 - 8. Educational and experiential background of principals and those who will be working on the project;
 - 9. Names of those in the firm who will be working on the project and copies of their licenses, registrations or certifications (if applicable);
 - 10. Qualifications for specific project (based on the criteria below);
 - 11. Name of individuals familiar with the Developer's work on similar projects who can be contacted as references;
 - 12. Listing of any actions taken by any regulatory agency or litigation involving the entity or its agents or employees with respect to any past development projects;
 - 13. A Fair Housing compliance & non-discrimination statement/plan².

9.12 General Response Appearance

The name of the Master Developer and title of the project must appear on the outside front cover of each binder. Each page of the response must be numbered consecutively from the beginning of the response through all appended material.

The SRA reserves the right to reject any unsolicited modifications or additions received between the submission date and selection of the finalists.

¹ The committee will use this information only to confirm that the entity is financially capable of completing the project. This information will be used for no other purposes and will remain confidential to the extent permitted by law.

² This information is requested to insure that the Developer complies with all applicable federal, state, and local fair housing and civil rights protections.

	Highly Advantageous	Advantageous	Not Advantageous	Unacceptable
DEVELOPMENT TEAM				
Experience with large-scale (>600,000 square feet) projects that incorporated commercial, residential and/or institutional uses in a complex and dense urban setting	Qualifications proposal includes three or more examples of well-designed and successful comparable projects	Qualifications proposal includes at least one example of a well-designed and successful comparable project	Qualifications proposal does not include examples of comparable projects or projects included are not well-designed	Qualifications proposal does not include any examples of past projects
Experience with pedestrian and bike-friendly Transit Oriented Development projects and examples of past successes in public/private partnerships with the MBTA, Mass DOT or some other large transportation entity				
Experience with redevelopment of urban sites including brownfield sites				
Ability to demonstrate past success in using large scale, mixed use development projects as a means of formulating a community benefits and mitigation package, especially in providing new employment opportunities for local residents	Qualifications proposal includes three or more examples of a community benefits and mitigation package	Qualifications proposal includes at least two examples of a community benefits and mitigation package	Qualifications proposal does not include examples of a community benefits and mitigation package	
Financial capacity to complete project	Financial statements along with pre-qualification commitments and letters of reference from lenders and potential equity investors clearly illustrate capacity to complete all phases of the project	Financial statements along with letters of reference from lenders and potential equity investors illustrate capacity to complete all phases of the project	Letters of interest from lenders and potential equity investors suggest potential capacity to complete all phases of the project	Information provided is not sufficient to make a determination
Familiarity and experience with the local and regional development climate and Greater Boston area real estate markets	Narrative provided and resumes of key individuals on the proposed development team document specific experience which provides a clear and thorough understanding of applicable real estate market conditions in Eastern Massachusetts	Narrative provided documenting clear and thorough understanding of applicable real estate market conditions in Eastern Massachusetts	Narrative provided illustrates only a general understanding of regional real estate market conditions	
Past successes in dealing with elected officials, community advisory committees and/ or neighborhood businesses and residents	Three or more examples of success in community based review projects	Two or more examples of success in community based review projects	One or more examples of success in community based review projects	

	Highly Advantageous	Advantageous	Not Advantageous	Unacceptable
DESIGN TEAM				
Understanding of mixed-use, pedestrian-friendly, transit-oriented development and ability to work in close cooperation with MBTA/GLX	Qualifications proposal includes three or more examples of well-designed and successful comparable projects	Qualifications proposal includes at least one example of a well-designed and successful comparable project	Qualifications proposal does not include examples of comparable projects or projects included are not well-designed	Qualifications proposal does not include any examples of past projects
Experience with urban redevelopment projects, as well as experience in incorporating public area and public art; and, if possible, experience with the creative economy				
Familiarity with adaptive reuse and historic preservation				
Skill and experience designing structured parking that does not detract from urban vitality and design context				
Urban design and master planning skills, along with the proven ability to create a sense of community and place, as well as embracing the existing eclectic elements that help to define an area	Resumes of key individuals on the proposed design team clearly demonstrate these skills which are also illustrated by examples of well-designed past projects	Overall firm profile of the proposed designer clearly demonstrates these skills through illustrative examples of well-designed past projects	Narrative and other written material asserts that the design team possesses these skills but without presenting well-designed examples	Information provided is not sufficient to make a determination
Experience conducting public charrettes as a component of public/private engagement	Resumes of key individuals on the proposed design team clearly demonstrate this experience and strong client references are provided to support this claim	Overall firm profile of the proposed designer clearly demonstrate this experience and strong client references are provided to support this claim	Narrative and other written material asserts that the design team possesses these skills but without corroborating references	
Demonstrated success in embracing and implementing the highest standards of sustainability and environmental sensitivity	Three or more examples of high LEED certification and approval	Two or more examples of high LEED certification and approval	One or more levels of LEED certification and approval	No examples of high LEED certification and approval

	Highly Advantageous	Advantageous	Not Advantageous	Unacceptable
COMPLETE MASTER DEVELOPER TEAM				
Ability to work cooperatively and constructively with the SRA, the CAC, and City staff	Proposal includes at least three strong letters of reference from municipal officials in communities where the development team has previously worked	Proposal includes at least two strong letters of reference from municipal officials in communities where the development team has previously worked	Narrative and other written material assert this ability but without corroboration from municipal partners	Information provided is not sufficient to make a determination
Urban design and master planning skills, along with the proven ability to create a sense of community and place, as well as embracing the existing eclectic elements that help to define an area	Proposal clearly illustrates the development team's ability to complete projects of comparable scale efficiently and incorporates a commitment to develop the property within 3-5 years of executing a development agreement inclusive of only reasonable conditions and contingencies	Proposal clearly illustrates the development team's ability to complete projects of comparable scale efficiently and incorporates a commitment to develop the property within 7 years of executing a development agreement inclusive of only reasonable conditions and contingencies	Proposal does not clearly illustrate the development team's ability to complete projects of comparable scale efficiently, does not include a commitment to complete the development within 7 years of executing a development agreement, and/or includes unreasonable conditions and contingencies	

10.0 APPENDIX 1

10.1 MEMORANDUM OF AGREEMENT

**MEMORANDUM OF AGREEMENT by and AMONG
THE MASSACHUSETTS BAY TRANSPORTATION AUTHORITY
COMMONWEALTH OF MASSACHUSETTS/MassDOT
and
THE CITY OF SOMERVILLE**

This Memorandum of Agreement (“**MOA**”) is dated as of this 26th day of July, 2012 by and between the Massachusetts Bay Transportation Authority (“**MBTA**”), a body politic and corporate and a political subdivision of the Commonwealth of Massachusetts existing pursuant to Massachusetts General Laws, Chapter 161A, as amended, with offices at Ten Park Plaza, Boston, Massachusetts 02116, the Commonwealth of Massachusetts/MassDOT (“Commonwealth” or “**MassDOT**”), with offices at Ten Park Plaza, Boston, Massachusetts 02116, and the City of Somerville (“**COS**”), a body politic and corporate and a political subdivision of the Commonwealth of Massachusetts with offices at City Hall, 93 Highland Avenue, Somerville, MA 02143. The **MBTA**, **MassDOT** and **COS** shall hereinafter sometimes be referred to individually as a “**Party**” and collectively as the “**Parties**”.

BACKGROUND AND PURPOSE STATEMENT

The Commonwealth of Massachusetts, as part of the State Implementation Plan (SIP), is required to complete all federally mandated transportation control measure (TCM) projects. One of the TCM projects in the SIP is the construction of the Green Line Extension (“**GLX**”) --- the most significant air quality mitigation measure remaining from the Central Artery/Third Harbor Tunnel Project and one that addresses longstanding transportation deficiencies in Somerville. **GLX** includes relocating Lechmere Station, and constructing new Green Line stations at Union Square along the Fitchburg Commuter Rail Right-of-Way (ROW), and at Washington Street, Gilman Square, Ball Square, Lowell Street, and College Avenue along the Lowell Commuter Rail ROW.

The Commonwealth and the **MBTA** have committed to a phased approach to **GLX**. The **MBTA** will proceed, contingent upon Board of Directors approval where necessary, with Phases 1, 2, and 2A, including certain bridge work and commencement of construction on Lechmere Station, Washington Street Station, and Union Square Station by the Spring of 2014, with the construction of the remaining stations to follow within a reasonable period of time. See letter from **MassDOT** Secretary Richard A. Davey dated June 11, 2012 attached hereto as **Exhibit A**.

LEGAL REQUIREMENTS MANDATING ACCELERATING PROJECT COMPLETION

The Commonwealth fully recognizes that the **GLX** project is a Federally required mandate of the Commonwealth’s Clean Air Act State Implementation Plan (SIP) and as a result, the Commonwealth is legally required to build and operate an extension of the Green Line to Medford Hillside and to Union Square in conformance with the SIP. The Commonwealth recognizes that there are significant ramifications if it fails to build and operate the **GLX** (or the other transportation measures in the SIP) including being deemed ineligible to receive any Federal transportation funding, including any highway or any transit funding flowing from the US Department of Transportation to the Commonwealth. In light of the potentially grave ramifications for not meeting the SIP, as well as the need to provide the region with the significant transportation and environmental benefits that result from the project, the Commonwealth is fully committed to building the **GLX** project on the schedule mandated in its SIP filings.

In order to complete its SIP requirements relating to GLX, **MassDOT** and the **MBTA** have met significant milestones over the past year and are committed to meeting additional milestones over the next six months.

Over the past year or earlier, **MassDOT** and the **MBTA** have achieved the following:

- Submittal of New Starts Application to the Federal Transit Administration, the first step towards becoming eligible for \$557 million in potential Federal matching funds for the project.
- Successfully completing the FTA's rigorous six month review of the New Starts Application and receiving Entry in Preliminary Engineering, thereby officially entering the FTA's New Starts Pipeline.
- Through the New Starts Evaluation Process, the GLX project received some of the highest ratings possible, including a rating of **High** for Environmental Benefits, **Medium High** for Transit Supportive Land Use, and **Medium High** for Economic Development scores, which make it an excellent candidate for New Starts Funding.
- Successfully completing the Federal environmental review process by FTA's issuance of a Finding of No Significant Impact (FONSI) on July 9, 2012, which allows the MBTA to move forward on certain elements of the project, including property acquisition, utility relocation, *etc.*
- Advertising the first construction contract for bridge rehabilitation at certain bridges, including the Medford Street Bridge in Somerville.
- Legislative approval from the Massachusetts General Court to procure a Construction Management/General Contractor, which the **MBTA** has determined will be the best, most efficient and most expeditious way to procure the construction contractor's services to build GLX.
- Seeking and receiving authorization from the **MBTA** Board of Directors to use Construction Management/General Contractor as the procurement method, pending approval by the Inspector General.
- Submittal of a Bond Bill by Governor Patrick and approval by the Massachusetts Legislature which included the funding for Phases 1, 2 and Phase 2A of the project.

Over the course of the next six months, **MassDOT** and the **MBTA** are committed to meeting other major milestones that will advance the project even further, including:

- Breaking ground and beginning construction on Phase 1 of the project, including the bridge rehabilitation of Medford Street Bridge in Somerville as well as other key early action items. Groundbreaking will occur in October 2012.
- Awarding the contract for Final Design Services, which will be presented to the MBTA Board of Directors at its meeting in September 2012. Advanced design will begin as soon as this contract is awarded.
- Advertising for the Construction Management/General Contractor contract, which will be the construction firm which ultimately builds the GLX project.

These key milestones that have been met and will be met over the past six months were developed due to the Commonwealth's commitment to meet its Federally mandated requirements under the SIP. The Commonwealth will continue to take all appropriate steps, including accelerating design, moving forward on funding applications, advertising and awarding contracts and beginning construction as soon as possible so as to meet its requirement to open Phase 2 and have an operational transit service in this segment by late 2016-early 2017. In furtherance of the above, the **Parties** acknowledge that completion of Phases 1, 2, and 2A shall not be conditioned upon receipt of any FTA approval or FTA funding.

MassDOT reiterated its commitment to this schedule in its most recent filing (dated July 2, 2012) required by the Department of Environmental Protection as a condition of the SIP.

To expedite Union Square Station, the **MBTA** has requested **COS** to acquire certain parcels of land on its behalf. **COS** has agreed to acquire said parcels in fee and to convey easements over said parcels to the **MBTA** for the Station building and its pickup-dropoff area.

The purpose of this **MOA** is to memorialize the **Parties'** goals and obligations with respect to Union Square Station.

NOW THEREFORE, in consideration of the promises and mutually dependent covenants set forth herein, the **MBTA**, **MassDOT** and **COS** agree as follows:

ARTICLE I: CITY OBLIGATIONS

- 1.1 **COS** shall acquire, or provide for the Somerville Redevelopment Authority ("SRA") to acquire, a fee simple interest in the parcels of land shown as "Acquisition Parcels" on a plan of land attached hereto as **Exhibit B**.
- 1.2 **COS** shall be responsible for the relocation of occupants and the demolition of buildings on the Acquisition Parcels.
- 1.3 In the Spring of 2013, **COS** shall convey to the **MBTA**, for one dollar, (i) a permanent easement, which shall be limited in upper elevation, in the land shown as "Permanent Easement Area" on a plan attached as **Exhibit C** and (ii) a temporary easement in the land shown as "Temporary Easement Area" on a plan attached as **Exhibit D**. **COS** shall, at the same time, convey to the **MBTA** such licenses for entry and/or temporary construction easements as may be reasonably required for the construction of Union Square Station and its pickup-dropoff area, both in form and substance reasonably acceptable to **COS**, **MassDOT** and the **MBTA**.

ARTICLE II: MBTA OBLIGATIONS

- 2.1 Subsequent to the conveyance by **COS** of the Permanent Easement Area and Temporary Easement Area, the **MBTA/MassDOT** shall, contingent upon MBTA Board of Directors approval where necessary, undertake remediation of such Easement Areas and shall commence and complete its contract process, with the goal of having Union Square Station construction-ready by Spring of 2014.
- 2.2 Once Union Square Station is construction ready (Spring 2014), the **MBTA/MassDOT** shall, contingent upon MBTA Board of Directors approval where necessary commence construction on Union Square Station in Spring of 2014, with the goal of having an operational transit station by late 2016-early 2017.
- 2.3 The **MBTA/MassDOT** shall provide **COS** in a timely fashion with copies of any surveys, appraisals, title reports, and environmental information already completed or to be completed by the **MBTA/MassDOT** or its consultants.

- 2.4 The **MBTA/MassDOT** shall notify **COS** of all public meetings concerning Union Square Station. The **MBTA/MassDOT** will meet with **COS** concerning the design of the Station, the pickup-dropoff area, traffic signalization, and roadway improvements ancillary to the Station. The **MBTA/MassDOT** shall provide to **COS** a full set of plans and specifications for Union Square Station for **COS**' review and comment. The **MBTA/MassDOT** shall consider in good faith any comments and suggestions submitted by **COS** with respect to such submissions.
- 2.5 Subsequent to the execution of this MOA, the **MBTA** and **COS** shall enter into a separate agreement, subject to the approval of the **MBTA** General Manager and the **MBTA** Board of Directors, outlining a process for the conveyance of air rights for development over a portion of the Fitchburg Commuter Rail ROW, with approximate boundaries that, at a minimum, would extend from the westerly side of Allen Street to the easterly side of the Prospect Street Bridge, and from the northerly boundary of the ROW to the southerly boundary of the ROW, the final boundaries to be determined as part of such air rights agreement. Such conveyance will occur when **COS** has a bona fide developer or developers with the experience, capacity, and willingness to construct such air rights development(s) and the **MBTA** has determined in its reasonable judgment that the proposed air rights development(s) will be feasible and safe, applying criteria customarily applied to air rights development(s) over operating railroad rights-of-way. In finalizing the consideration to be paid by **COS** for such development air rights, the **Parties** will use best efforts to agree on a figure which accounts for the value attributable to the revitalization efforts of **COS**.

ARTICLE III: ALLOCATION OF COSTS

- 3.1 Unless already paid for by the **MBTA** prior to the date of this Agreement, **COS** shall be solely responsible for the following costs with respect to the Acquisition Parcels: surveys, appraisals, title abstracts and title policies; purchase prices in the case of consensual acquisitions; *pro tanto* awards of damages; settlements; Court-awarded damages in the case of eminent domain takings; business relocation costs; and residential relocation costs.
- 3.2 **COS** shall be solely responsible for the cost of demolition and clearing, except that the **MBTA** shall pay a proportionate share of the cost of the demolition of the building at Allen Street and the Fitchburg ROW, based on the square footage of the portion of the building within the **MBTA** Easement Area.
- 3.3 The **MBTA** shall be solely responsible for remediating the Permanent and Temporary Easement Areas to the level required under G.L. c. 21E and the Massachusetts Contingency Plan at 310 CMR 40.00 et seq. for their intended use as a transit station structure and pickup-dropoff area. The **MBTA** shall pay all costs of whatsoever kind related site assessment, cleanup, and other environmental costs associated with the Permanent and Temporary Easement Areas and shall not look to **COS** for payment of or participation in such costs. The **MBTA/MassDOT** shall have no responsibility for remediating any **COS** or SRA land (including without limitation site assessment, cleanup, and other environmental costs) and **COS** shall not look to the **MBTA/MassDOT** for payment of or participation in such costs. Any conveyance or transfer of rights in the Acquisition Parcels by **COS** shall be subject to a condition that the grantee shall not look to the **MBTA/MassDOT** for payment of or participation in the cost of environmental remediation.

- 3.4 The **Parties** shall cooperate with each other in their respective dealings with the Massachusetts Department of Environmental Protection (and the U.S. Department of Environmental Protection, if applicable), and in attempting to secure a “Covenant not to Sue” from the Office of the Attorney General.

ARTICLE IV: RESERVATION OF RIGHTS

- 4.1 **COS** reserves the right to include the Permanent and Temporary Easement Areas within the boundaries of any Master Plan, District Improvement Financing (“DIF”) District, Urban Renewal District, Infrastructure Incentive Investment (“I-Cubed”) Project, and/or such other district, program, project, plan, or other mechanism as may now or in the future enable **COS**, in its sole judgment, to incentivize development in the Innerbelt/Brickbottom, Boynton Yards, and Union Square neighborhoods of Somerville.
- 4.2 **COS** reserves development air rights over the Temporary Easement Area and Permanent Easement Area including, without limitation, development air rights over any part of the Station structure located within the Permanent Easement Area. Unless otherwise agreed by the parties in writing, any development above the Station shall not be supported by or modify the Station structure. In addition, the **MBTA** agrees to make available to **COS** or its designee for redevelopment, the Temporary Easement Area, provided a functional alternative to the pickup-dropoff area reasonably acceptable to the **MBTA** is constructed at no cost to the **MBTA**.

ARTICLE V: DEFAULT/NOTICE

In the event of any default hereunder, written notice of shall be served on the defaulting Party by certified or registered mail, postage prepaid, return receipt requested, or by Express Mail or FedEx or some other nationally recognized delivery method with a tracking receipt, addressed to the Party to whom it is to be given or served at its address as follows:

If to the **MBTA**: Mark E. Boyle
Assistant General Manager for Development
MBTA
10 Park Plaza
Boston, MA 02116

with a copy to: General Counsel MassDot and MBTA

If to the **MassDOT**: Secretary and Chief Executive Officer
MassDOT
10 Park Plaza
Boston, MA 02116

with a copy to: General Counsel MassDot and MBTA

If to **COS**: Joseph A. Curtatone, Mayor
City Hall – Mayor’s Office
93 Highland Avenue
Somerville, MA 02143

with a copy to: Francis X. Wright, Jr., City Solicitor
City Hall – Law Department
93 Highland Avenue
Somerville, MA 02143

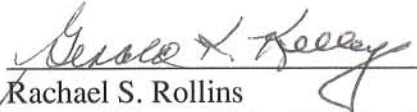
ARTICLE VI: GENERAL PROVISIONS

- 6.1 Amendments in Writing. No change to this MOA shall be effective unless it is in writing and signed by all **Parties**.
- 6.2 Cooperation. Each **Party** shall cooperate in furnishing information and documents to the other **Parties**, including without limitation, execution of all necessary and/or appropriate documents to accomplish such **Party**’s respective obligations as stated in this MOA.
- 6.3 Successors and Assigns. This MOA shall be binding upon and inure to the benefit of the **Parties** hereto and their respective successors and assigns.
- 6.4 Non-Discrimination. No **Party** shall discriminate against any employee or applicant for employment because of race, religion, ancestry, color, sex, sexual orientation, age, disability, national origin, or Vietnam era veteran status.
- 6.5 Members of Congress. No member of or delegate to the Congress of the United States shall be admitted to any share or part of this MOA or to any benefit arising therefrom.
- 6.6 Conflict of Interest. No member, officer, or employee of the **MBTA**, **MassDOT** or **COS** during his/her tenure or for one year thereafter shall have any interest, direct or indirect, in this MOA.
- 6.7 Indemnification. Each **Party** shall indemnify, defend and save harmless the other **Parties** and all their officers, agents, and employees against all suits, claims, or liability of every name and nature for or due to any injuries to persons or damage to property arising out of or in consequence of the acts or omissions of such **Party**, its employees, consultants, representatives, agents or contractors in the performance of work performed or services rendered under or relating to the terms of this MOA or failure to comply with the terms and conditions of this MOA.
- 6.8 Governing Law. This MOA shall be governed by and interpreted in accordance with the laws of the Commonwealth of Massachusetts.
- 6.9 Counterparts. This MOA may be executed in multiple counterparts, each of which shall be deemed an original.
- 6.10 Exhibits. Exhibits A-D attached hereto are hereby incorporated as part of the MOA.

SIGNATURE PAGES FOLLOW

Witness our hands and seals on the day and year first written above.


Approved as to form:


Fm/ Rachael S. Rollins
General Counsel MassDOT and MBTA

MASSACHUSETTS DEPARTMENT
of TRANSPORTATION


Richard A. Davey
Secretary and Chief Executive Officer

MASSACHUSETTS BAY
TRANSPORTATION AUTHORITY


Jonathan R. Davis
Acting General Manager and
Rail & Transit Administrator

Witness our hands and seals on the day and year first written above.

Approved as to form:

DePier Asst.
Francis X. Wright, Jr., City Solicitor
David N. Shapiro

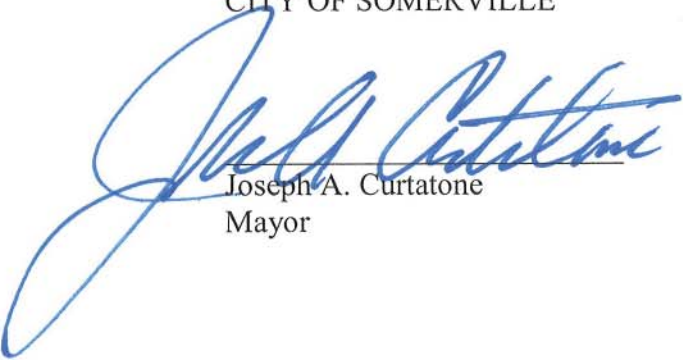
CITY OF SOMERVILLE

Joseph A. Curtatone
Mayor

EXHIBIT A
Secretary of Transportation Letter



Deval L. Patrick, Governor
Timothy P. Murray, Lt. Governor
Richard A. Davey, Secretary & CEO



June 11, 2012

Honorable Members of the Green Line Extension Delegation –

Many of you have contacted my office in recent weeks to request information on the current status of the application for federal New Starts funding to support the costs of the Green Line Extension project. While I believe that David Mohler and Jefferson Smith of my staff are currently scheduling a briefing on this topic, I wanted to respond to you personally and in advance of that meeting with the most up-to-date information.

As you are aware, MassDOT and the MBTA have spent the past several years working closely with the Federal Transit Administration (FTA) to secure a place for the Green Line Extension project in the ‘pipeline’ for federal funding under the discretionary New Starts (Section 5309) program. The New Starts program is highly competitive and the application process intensely rigorous, with public transit agencies from across the U.S. vying for the same limited pool of funds to help support new public transit investments. Given that high threshold, I am proud to announce that the Green Line Extension project has now officially been accepted into the New Starts program, as we received approval for entry into the first phase of project engineering – known as Preliminary Engineering – on June 11, 2012. Reaching this milestone represents a significant commitment of staff and financial resources by the Patrick-Murray Administration, and bespeaks the many public benefits promised by the Green Line Extension project.

Approval into the New Starts pipeline means that the MBTA may be able, in the future, to seek reimbursement from FTA for expenditures associated with the Green Line Extension project. However, final authority to seek such reimbursements depends upon the Green Line Extension project being able to successfully continue to compete against other public transit projects within the New Starts program. For that to happen, the Green Line Extension project must reach and clear three additional obstacles – approval by FTA for entry into Final Design and then approval for Construction, followed by the execution of a Full Funding Grant Agreement – before the MBTA can secure federal participation in the costs of the project.

Entry into Preliminary Engineering, therefore, is a huge step for the Green Line Extension project and a necessary precondition to receiving federal support, but it provides no final guarantees that federal funding will ultimately be available for the project. It does, however, make the cost of designing the Green Line Extension project eligible for federal reimbursement, should the MBTA ultimately succeed in obtaining a Full Funding Grant Agreement.

The Green Line Extension project is, in many ways, an excellent candidate project for the New Starts program. The project rates well in terms of its anticipated ridership, its environmental benefits, the extant policies and programs in the corridor and region that encourage public transit usage, and the strong and sustained support for the project from elected officials and the public. However, the fundamental financial realities facing the MBTA – a substantial annual operating

deficit as well as a multi-billion-dollar backlog in maintenance and upgrade needs – poses a real challenge to the ultimate approval of New Starts funds for the Green Line Extension project that requires our collective efforts to address and solve.

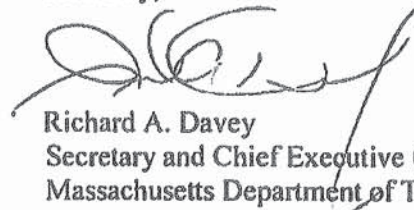
Indeed, MassDOT was required as part of our application for Preliminary Engineering to identify hypothetical policies that would solve the MBTA's structural deficit that, in turn, would allow FTA to participate in funding the Green Line Extension project. However, it is clear that in order to garner FTA's financial participation in the project, we must move from hypothetical proposals to implementing a long-term financial fix for the MBTA during the next legislative session. Otherwise, it is virtually certain the FTA will decline providing financial assistance to the project.

In the near term, MassDOT and the MBTA are proceeding with the engineering and pre-construction activities that are vital to meeting our goal of breaking ground on the Green Line Extension in the autumn. Currently, we have available to us Commonwealth funding that will allow for the realization of the first construction phase of the project: the demolition of an MBTA facility on Water Street in Cambridge, reconstruction of the Medford Street railroad bridge in Somerville, and reconstruction of the Harvard Street railroad bridge in Medford. We have also set aside sufficient funding, if necessary, to construct the next phase of the project and begin passenger service between a relocated Lechmere Station and new stations at Washington Street and Union Square.

The Green Line Extension project is a top transportation priority of MassDOT and the MBTA and we are committed to moving ahead both with the construction of the project and with the ongoing New Starts application process. In both of these efforts, your support and involvement will be crucial, as we look to make the Green Line Extension as responsive to community needs and aspirations as possible.

Thank you again for your support and advocacy. Please do not hesitate to contact me if you would like to discuss this matter further.

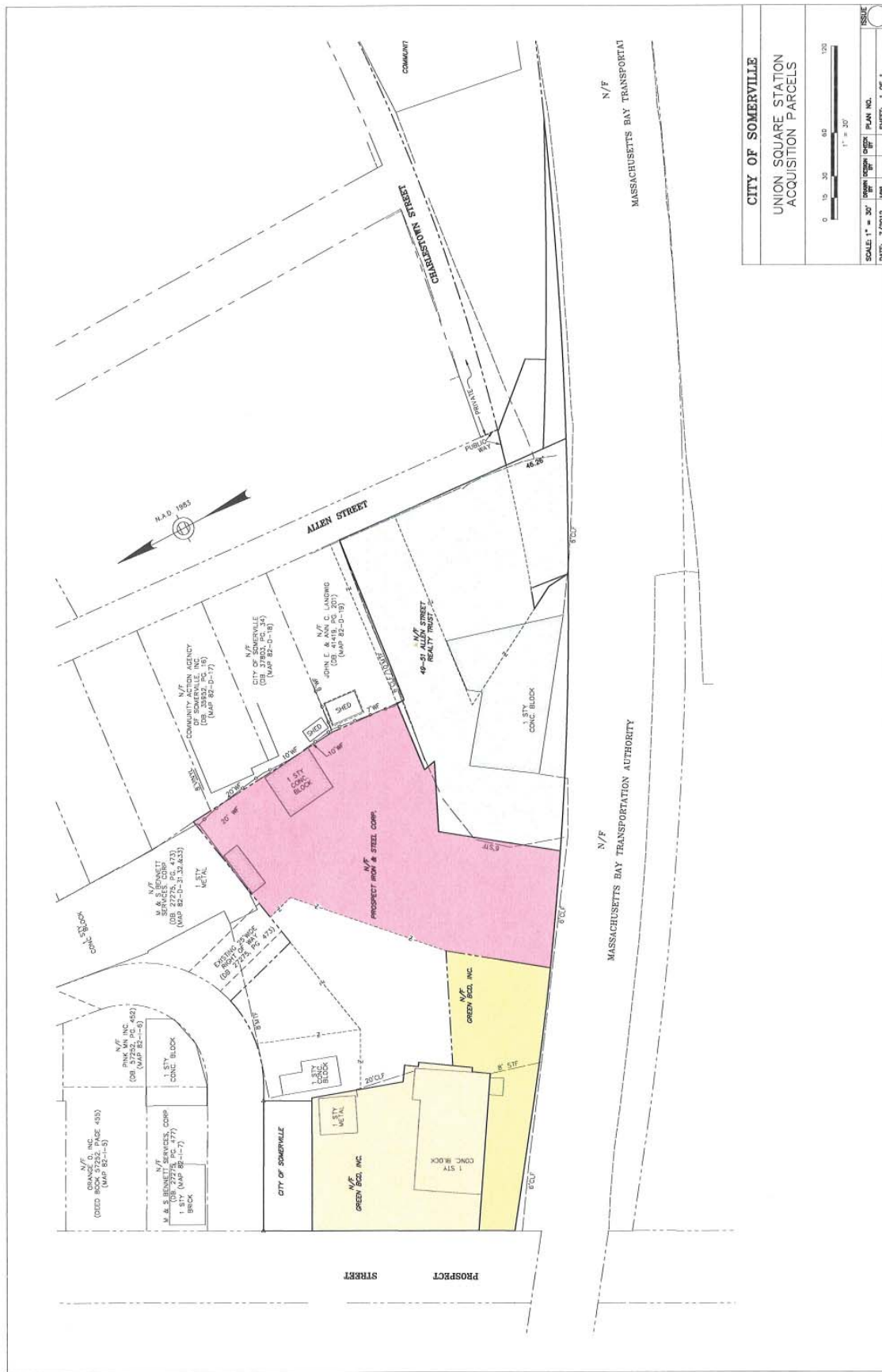
Sincerely,



Richard A. Davey
Secretary and Chief Executive Officer
Massachusetts Department of Transportation

cc: Mayor Joseph Curtatone
Mayor Michael McGlynn

EXHIBIT B
Acquisition Parcels



CITY OF SOMERVILLE

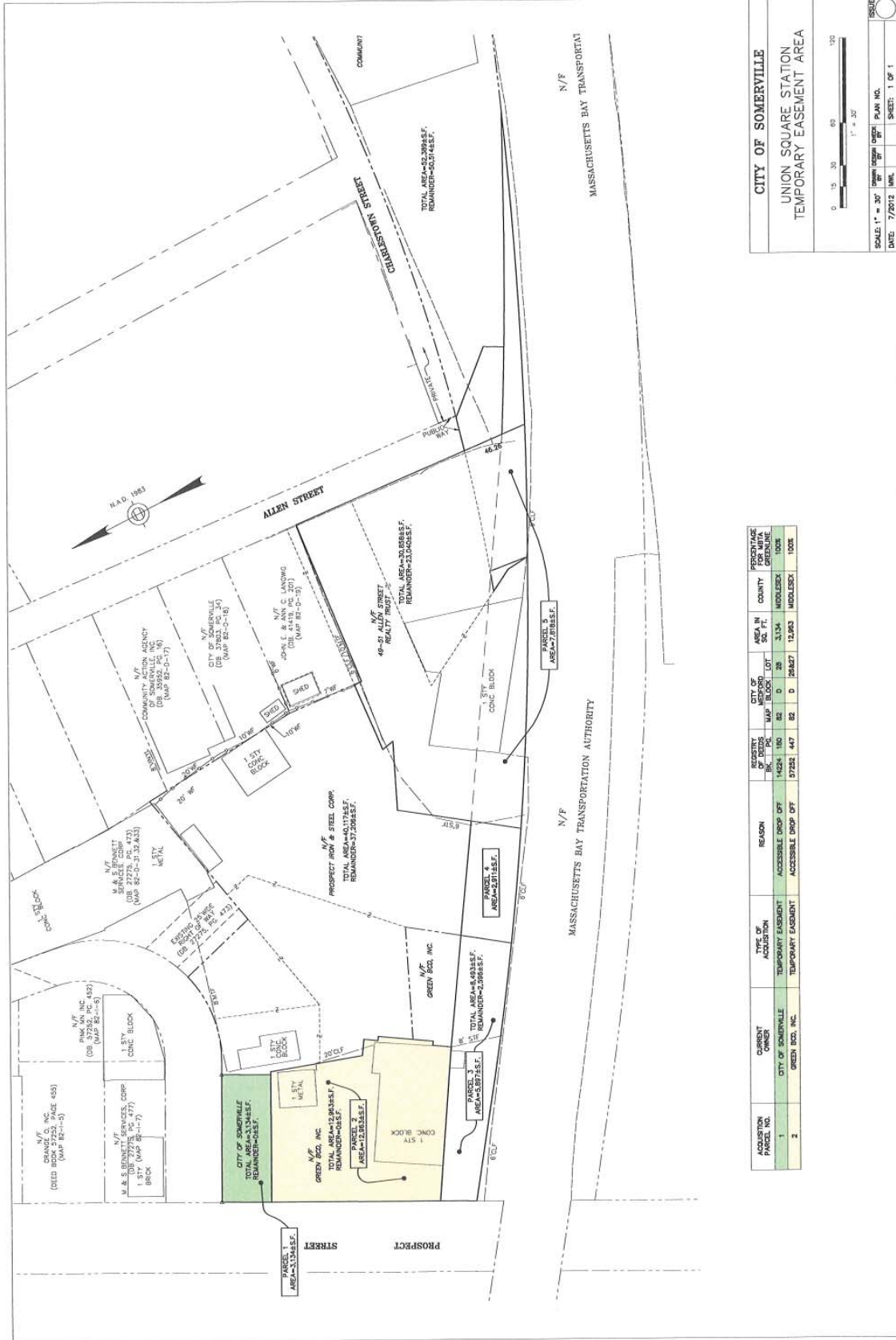
UNION SQUARE STATION
ACQUISITION PARCELS



DATE: 7/2012	SCALE: 1" = 30'	ISSUE
MAP: N/F	PLAN NO.	
DATE: 7/2012	MAP: N/F	SHEET: 1 OF 1

EXHIBIT C
Permanent Easement Area

EXHIBIT D
Temporary Easement Area



ACQUISITION PARCEL NO.	CURRENT OWNER	TYPE OF ACQUISITION	REASON	ACQUISITION DATE	AREA IN SQ. FT.	COUNTY	PERCENTAGE OF TOTAL AREA
1	CITY OF SOMERVILLE	TEMPORARY EASEMENT	ACCESSIBLE DROP OFF	14/24/10	14,240	D	100%
2	GREEN BLDG. INC.	TEMPORARY EASEMENT	ACCESSIBLE DROP OFF	5/25/12	12,803	D	100%

10.2 APPENDIX 2

GLX FUNDING VOTE

CAMBRIDGE, MEDFORD, SOMERVILLE

State approves \$393m for three new stations on Green Line

Posted by Your Town

September 26, 2013 10:33 AM

By State House News Service

The state made its largest financial commitment to date toward the Green Line Extension project Wednesday, signing off on a 51-month \$393 million contract for the construction of three new stations.

The Massachusetts Department of Transportation Board agreed unanimously to the contract, according to a transportation official who attended the board meeting.

"This vote by the MassDOT board is historic and monumental," Somerville Mayor Joe Curtatone told the News Service. He said, "We're really excited because it allows the first three stations to be built and the entire extension to be fully designed, and we're really excited about what it will mean for Somerville in terms of improving quality of life, adding new jobs, creating new tax revenue, not just for Somerville."

The stations include a new Lechmere Station across the street from the current terminal in East Cambridge, a new station Somerville's Brickbottom neighborhood and a station in the city's Union Square neighborhood.

MBTA Design and Construction Department Director Mary Ainsley told a Massachusetts Department of Transportation panel Tuesday that the Union Square and Brickbottom phase of the extension project is expected to be completed in 2017.

Curtatone said the station construction should begin next spring.

The Green Line Extension is required to be built by Dec. 31, 2014, though state officials and advocates have long known the deadline would be missed.

Beyond the first three stations, the project would bring the trolley line through Somerville to Medford, stopping at Gilman Square, Lowell Street, Ball Square and College Avenue.

Transit expansion advocates have taken heart in the Boston Region Transportation Improvement Program's including a further extension, bringing the line out to Route 16, in long-term plans.

Previously, MassDOT executed a more modest contract for some bridge work along the route, which is expected to be completed in 2015.

The project got underway after the state settled a lawsuit with the Conservation Law Foundation in 2006, which determined the state has a legal obligation to build the project, with



10.3 APPENDIX 3

GLX STATION PRESENTATION

The latest presentation for the GLX station can be found at:

http://greenlineextension.eot.state.ma.us/documents/PubMtgs/staDesign/union_washington061113.pdf

10.4 APPENDIX 4

NOTICE TO BIDDERS

Bidders shall conduct the work so as not to impede, hinder or interfere with the operations of the MBTA or the progress or completion of construction work being performed by the MBTA in the Union Square area, including, but not limited to, the work being performed on the Green Line Extension Project ("GLX Project"). Bidders shall cooperate with the MBTA and all contractors, subcontractors, utilities, and consultants performing work associated with GLX Project ("GLX Project Participants"), and grant access to the MBTA and GLX Project Participants to the development properties as necessary to perform their work for the GLX Project. Bidders shall coordinate their work with the MBTA and GLX Project Participants and shall participate with the MBTA and the GLX Project Participants in reviewing their construction schedules when directed to do so. Bidders shall afford the MBTA and GLX Project Participants reasonable opportunity for introduction and storage of their materials and equipment within and adjacent to the development properties as needed to construct the GLX Project.

Bidders will be required to certify as part of their bids that they are able to furnish labor that can work in harmony with all other elements of labor employed or to be employed on the work, by executing a certification in the following form:

M.G.L. Chapter 30, Section 39S- Certification of Work in Harmony and OSHA Training

By signing this and submitting this bid or proposal, the prospective participant is providing the signed certification set out below.

The undersigned certifies, under penalties of perjury, as required by M.G.L. Chapter 30, Section 39S:

That the contractor is able to furnish labor that can work in harmony with all other elements of labor employed or to be employed in the work; (2) that all employees to be employed at the worksite will have successfully completed a course in construction safety and health approved by the United States Occupational Safety and Health Administration that is at least 10 hours in duration at the time the employee begins work and who shall furnish documentation of successful completion of said course with the first certified payroll report for each employee; and (3) that all employees to be employed in the work subject to this bid have successfully completed a course in construction safety and health approved by the United States Occupational Safety and Health Administration that is at least 10 hours in duration.

Bidders shall submit documentation of successful completion of said course with the first certified payroll report for each employee. Please note that this certification must be passed on to any and all lower tier contracts and subcontracts between the Bidders and other parties.

Authorized Bidder Signature

Date

Title of Signee

Name and Address of Bidder

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10.5 APPENDIX 5

PREVIOUS STUDIES AND PLANS

There have been several planning initiatives undertaken over the past decade that speak directly to the future of Union Square. Respondents are strongly urged to familiarize themselves with these initiatives and to provide for those goals and standards for the revitalization of Union Square as the basis of their submission.

- Union Square Revitalization Plan; October 2012
<http://www.somervillema.gov/sites/default/files/UnionSquareRevitalizationPlanFINAL.pdf>
- "SomerVision": City of Somerville, MA; April 2012 Comprehensive Plan, 2010-2030
<http://www.somervillema.gov/sites/default/files/SomerVisionComprehensivePlanWithAppendicesAdoptedApril-19-2012.pdf>
- Mass DOT/MBTA Green Line Extension Project
<http://greenlineextension.org/>
- Mass DOT/MBTA GLX Station Update; June, 2013
http://greenlineextension.org/documents/PubMtgs/staDesign/union_washington061113.pdf
- Union Square Transportation Study (HSH Associates); March, 2010
<http://www.somervillema.gov/sites/default/files/documents/2010-03-01-UnionSquare-Final1.pdf>
- Union Square Neighborhood Revitalization Strategy Area Plan; 2008
- Union Square Open Space Plan; 2008
- Toward a Route 28 Corridor Transportation Plan: An Emerging Vision; 2008 (Central Transportation Planning Staff)
- Union Square: Where do we go from here? ULI Technical Advisory Panel Report (Urban Land Institute); 2006
- Somerville Community Development Plan; 2004
- Union Square Master Plan (Bluestone Group); 2003

- Union Square Revitalization Study, Neighborhood Revitalization Strategy Area Plan; 2002
- Kiley Barrel Technical Assistance Panel Report (Urban Land Institute); 2002
- Union Square Transportation Plan (Edwards Kelcey); 2002